

# INNOVATING REACH

Researching New Paths.  
Delivering Breakthroughs.



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[www.syngeneintl.com/investors/](http://www.syngeneintl.com/investors/)

# Syngene at a Glance

**30+** Years

of scientific expertise

**400+**

Patents held by customers

**4**

Campuses

**~400**

Active customers

Rs

**3,642** Cr

(430 Mn USD)  
Revenue from operations  
in FY25

Rs

**475** Cr

Profit After Tax  
in FY25<sup>#</sup>

**2.5+** Mn sq. ft.

of world-class R&D and  
manufacturing

**5,641**

Scientists

**8,235**

Total workforce  
(as of March 31, 2025)

**95%**

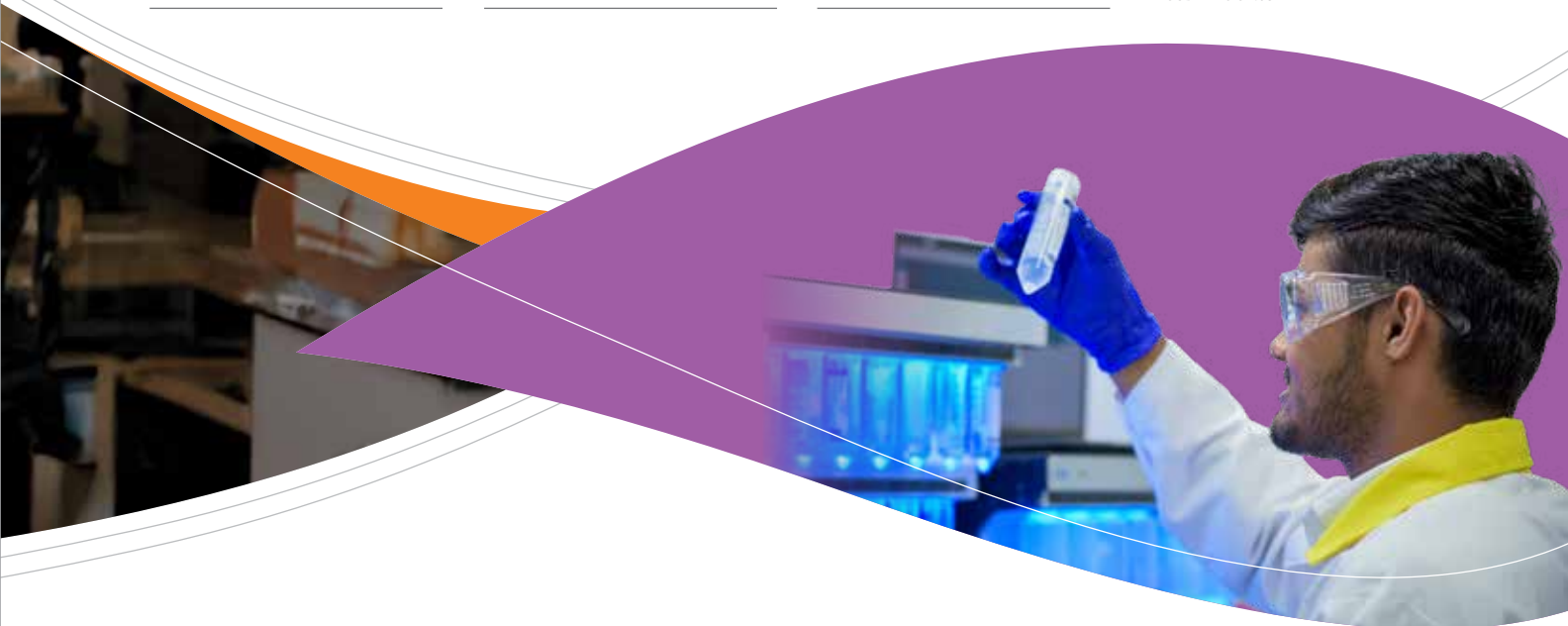
Total hazardous and non-  
hazardous waste recycled

**92%**

Power sourced from  
renewable energy

<sup>#</sup> Before exceptional items

1 USD = Rs 84.65



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# INNOVATING REACH

Researching New Paths.  
Delivering Breakthroughs.

## Innovating Reach

At Syngene, innovation is the bridge between scientific curiosity and real-world impact. In FY25, we continued to strengthen this bridge, extending our reach from cutting-edge research labs to patients and partners around the world.

We are working to expand the horizons of what's possible in science. Our integrated research, development, and manufacturing platforms are built to serve the evolving needs of global pharma, biotech, animal health, and specialty chemical industries. From early discovery to commercial supply, every solution we deliver is driven by our clients' goals and the ultimate goal of improving human health.

Collaboration lies at the heart of our innovation model. By forging strategic partnerships and investing in advanced capabilities, we are enabling faster, more efficient paths to breakthrough therapies. Our scientists are not just solving today's problems – they are anticipating tomorrow's opportunities.

As we chart new paths, we remain committed to customer centricity, operational excellence, sustainability, and a culture of integrity. At Syngene, Innovating Reach is our way of advancing science with purpose, delivering breakthroughs that matter, and making a meaningful difference to the world.



A portrait of Kiran Mazumdar-Shaw, Chairperson, standing outdoors with her arms crossed. She is wearing a patterned sari with a red border and a pearl necklace. The background is a blurred green landscape. The image is framed by a white circular border on the right side.

# Message from our **Chairperson**

Kiran Mazumdar-Shaw



At Syngene, our purpose goes beyond science. We are building a resilient, inclusive, and values-driven organization where people thrive and innovation flourishes. FY25 was a year of alignment between vision and action, with investments in wellbeing, equity, and sustainability reinforcing our commitment to long-term value creation for all stakeholders.

## Dear Shareholders,

FY25 was a year marked by disciplined execution, strategic investments, and continued global expansion. In an increasingly complex and fast-moving scientific landscape, we remained agile, resilient, and purpose-driven in delivering value to all stakeholders. The global CRDMO industry is evolving rapidly as pharma and biotech companies seek integrated partners to accelerate innovation and improve efficiency. Syngene's end-to-end capabilities ranging from discovery to commercial manufacturing, positions us at the heart of this transformation.

Our approach was shaped by a clear and compelling ambition to innovate for greater reach, explore new scientific paths, and deliver meaningful breakthroughs for our clients. This spirit was reflected in every aspect of our operations, from advancing research programs and enhancing development platforms, to scaling up manufacturing for global delivery.

India's emergence as a key hub for pharmaceutical outsourcing is reshaping the global landscape. In FY25, Syngene joined ten other Indian CRDMOs to launch the Innovative Pharmaceutical Services Organization (IPSO)\*, reinforcing our leadership and commitment to advancing the industry.

Amid global uncertainties, we remained focused on long-term value creation, expanding capabilities, entering new markets, and strengthening our technology platforms to meet the changing needs of our clients.

### Strategic Expansion: Strengthening Global Presence

A key highlight of the year was our strategic acquisition of a biologics manufacturing facility in Baltimore, Maryland in the United States. This move significantly enhances our large molecule capabilities and strengthens

our position in a high-growth industry area. Importantly, it gives us proximity to clients in North America and expands our ability to deliver end-to-end services across the biologics value chain.

We also sharpened our focus on differentiated technologies and scientific platforms aligned with the next-generation healthcare solutions. By investing in areas such as digital science and novel therapeutic modalities, we are positioning Syngene to support the future needs of the life sciences industry while unlocking new opportunities for collaboration.

### Our People, Our Culture

Our people remain at the heart of everything we do. In FY25, we continued to invest in building a high-performing, inclusive, and values-driven organization.

As part of our commitment to building a purpose-driven workplace, we launched Thrive360 - a holistic wellbeing program designed to support our employees across physical, emotional, social, financial, and professional dimensions. Recognizing that employee wellbeing is fundamental to engagement and retention, we strengthened mental health support, expanded benefits, and introduced targeted initiatives such as complimentary cancer



screenings, global Employee Assistance Program (EAP) coverage, and financial literacy programs. These efforts reflect our broader vision of fostering a resilient, inclusive, and future-ready workforce, one that thrives both within and beyond the workplace.

A strong culture of inclusion is essential to making Syngene a fair, high-performing, and reputable organization that attracts and retains top talent. We embrace diversity and ensure a workplace built on equity and respect. Our commitment to Diversity, Equity and Inclusion is reflected in our recognition as the #1 pharma company for women employees in Fortune India's top 10 list, an achievement that underscores our dedication to fostering an inclusive and empowering workplace.

### Responsible Business as a Core Commitment

Our sustainability and governance practices continue to evolve, becoming more deeply integrated into Syngene's operations and culture. In FY25, we made tangible progress across our Environmental, Social, and Governance (ESG) priorities, improving our performance and scores across multiple assessments including EcoVadis and Carbon Disclosure Project (CDP) reflecting our commitment to transparency and global best practices.

We have committed to Science Based Targets to reduce emissions by 54% by 2033 and strengthened our focus on sustainable innovation through memberships with the American Chemical Society's (ACS) Green Chemistry Institute and the Pharmaceutical Supply Chain Initiative (PSCI).

### Empowering Communities

At Syngene, we believe in driving lasting impact beyond our business through meaningful community initiatives. Our CSR efforts have empowered underserved communities through mobile science labs, preventive health interventions, mental wellbeing programs, and grassroots health infrastructure. Notable collaborations, such as the tribal health center in Devanalli (Uttara Kannada) and the Bengaluru Urban Mental Health Initiative (BUMHI) with NIMHANS, exemplify our commitment to inclusive development.

We also continue to support future talent through STEM scholarships, mentorship for women, and assistantships for underprivileged PhD students. Environmental stewardship remains a priority, with our investment in Bengaluru's metro infrastructure promoting sustainable mobility. These efforts reflect our belief that science, compassion, and community engagement must go hand in hand to build a healthier, more equitable future for all.

### Looking Ahead

FY25 has been a year of alignment between vision and execution, laying a strong foundation for the future. We move forward with confidence, committed to delivering sustainable value to all stakeholders.

Digital transformation and adoption of Artificial Intelligence (AI) are reshaping the CRDMO landscape by accelerating discovery, improving development precision, and enhancing manufacturing efficiency. These technologies are poised to play a pivotal role in shaping the next phase of growth for the CRDMO sector. At Syngene, we are integrating these tools across our value chain to drive smarter insights, streamline operations, and deliver faster, more impactful outcomes for our clients.

Opportunities in global life sciences are expanding, with clients seeking deeper, long-term partnerships. Syngene is well-positioned to meet this demand with a focused strategy, scaling operations, investing in innovation, and strengthening global relevance.

On behalf of the Board, I thank our shareholders, clients, partners, and employees for their continued trust and support.

**Kiran Mazumdar-Shaw**

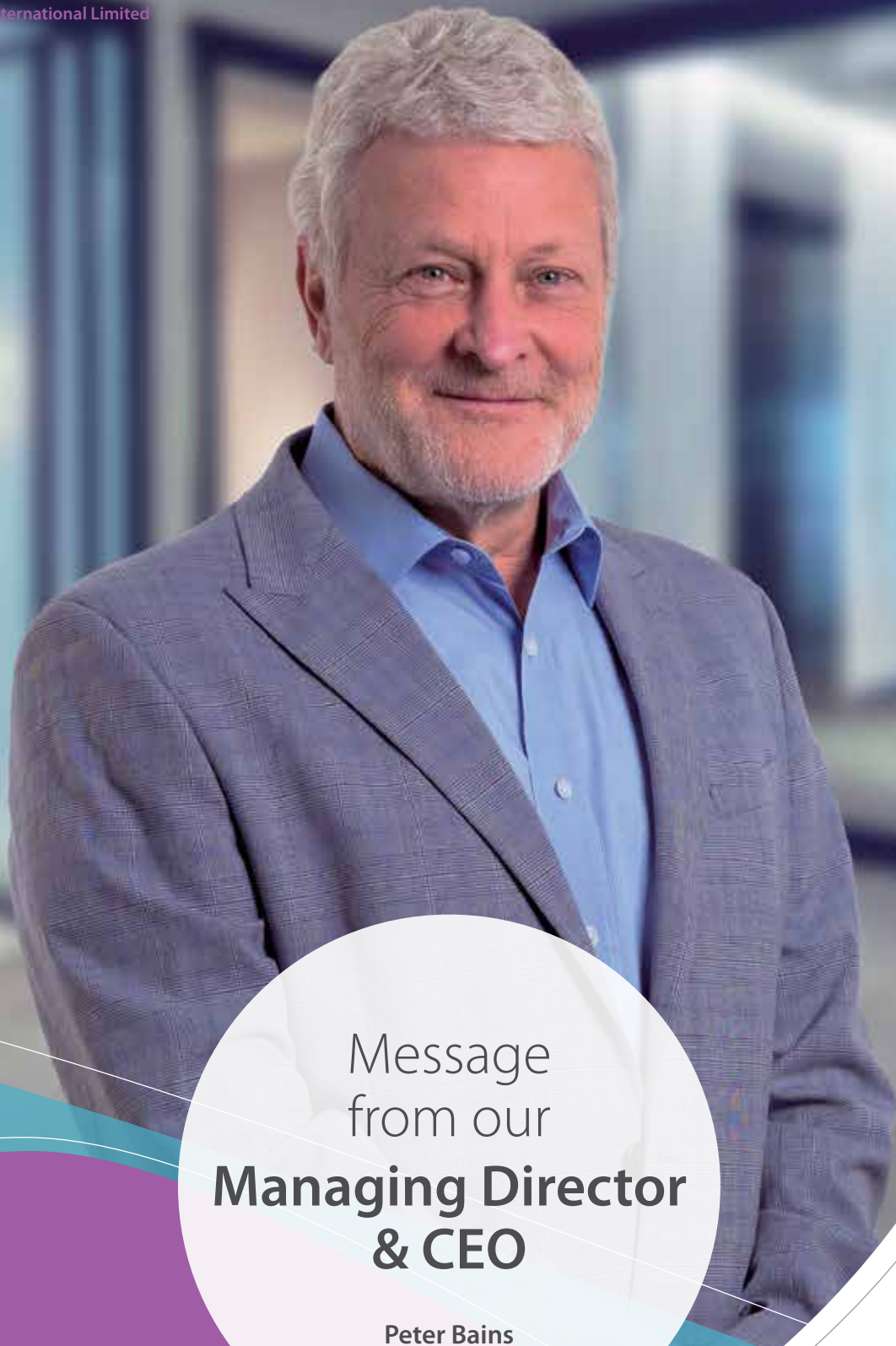
Non-Executive Chairperson

*\*The association is currently under the registration process*









Message  
from our  
**Managing Director  
& CEO**

Peter Bains



Syngene is well positioned for accelerating growth and transformation, with the potential to become a leader in serving the global biopharma and wider life sciences outsourcing market models.

## Dear Shareholders,

Let me first say how honored I am to be back at Syngene after almost ten years, and it is especially exciting to return at such a dynamic time in the CRDMO industry and to have the opportunity to contribute to Syngene's on-going growth story.

Syngene's integrated and comprehensive end-to-end capabilities differentiate us in our ability to strategically support customers in the pursuit of their R&D and manufacturing goals. While Syngene's roots lie in early-stage research and development, we have continuously strengthened our offerings through investments in new technology, capabilities, capacity and of course the talent and experience of our skilled scientists and workforce. Building manufacturing platforms for both small and large molecules has enabled us to straddle the entire value chain, and we have taken recent strategic steps with the acquisition of new facilities to further augment capacity as well as increase efficiencies and productivity.

This year's theme for our annual report, 'Innovating Reach – Researching New Paths, Delivering Breakthroughs', reflects well our continuing evolution in expanding Syngene's service offerings into exciting new modalities at the leading edge of contemporary medical research and development including protein production platforms and expansion of our research capabilities into areas such as antibody-drug conjugates, peptides and oligonucleotides.

### Performance this year

As we had guided, FY25 was a challenging year of two distinct halves. In the first half, performance was muted driven by a sectoral downturn in U.S. biotech funding that affected our Discovery Services division, while in the second half we saw a recovery in Discovery Services as funding

returned, building on top of growth momentum in both our small and large molecule manufacturing divisions. Overall, we delivered a resilient performance in a challenging year.

A key dynamic for the year was the marked increase in customer RFP's as they explored alternative options to rebalance their CRDMO business exposure away from China. Typically, these customers set up 'pilot studies' across a range of services, often placing them with a select short list of companies. The pilot studies are then used as the basis for customers to select longer term partners to undertake more substantial program work. I am very pleased to report that Syngene has been achieving a high success rate of conversion and that the pipeline of pilot studies has a good momentum going into FY26.

Within the CRDMO market, the large molecule CDMO segment has been the fastest growing, driven by the rapid expansion of, and increasing demand for, biologics and monoclonal antibodies to treat cancer and immunological diseases. Syngene identified this area as an opportunity for growth and in the last few years we have made sustained investments to build a strategic large molecule platform capability. This year, we continued our investment commitment to scale up our biologics manufacturing capacity through the acquisition of a facility in Baltimore, Maryland, which is a key biotech hub in the Northeast of the United States.



## Highlights of the year included:

- The acquisition of Syngene's first U.S.-based biologics site is expected to support monoclonal antibody manufacturing and is expected to be operational in the second half of FY26. This site will increase the Company's total single-use bioreactor capacity to 50,000L for large molecule discovery, development, and manufacturing services and also provides a strategic foothold in the U.S. customer market. The Company also completed successful The Central Drugs Standard Control Organization (CDSCO) and local FDA inspections for its Biologics Unit 3 in Bengaluru.
- Introduction of a protein production platform reducing development timelines by several months for a range of biologics including monoclonal antibodies, biosimilars, antibody drug conjugates, and other recombinant proteins, enabling improved speed of delivery to our customers.
- Expansion of capacity and capabilities in Discovery Services continued at the Bengaluru and Hyderabad campuses, with a focus on antibody drug conjugates, peptides, and oligonucleotides, in anticipation of long-term demand.
- China-independent supply chain development continued through strategic sourcing from the Indian ecosystem, and engagement with global suppliers to establish operations in India. Introduced 18 months ago, the offering has gained traction, with approximately one-third of RFPs opting for the China-independent supply model.
- Achievement of 5S certification marked a milestone as Syngene became the first company in the Indian pharma and life sciences industry to receive this recognition for its biologics quality control laboratory. Awarded through a joint evaluation by the Union of Japanese Scientists and Engineers (JUSE) and the Quality Circle Forum of India (QCFI), the certification reflects improved workplace organization, enhanced safety, increased productivity, and strengthened quality control.
- Securing of a Silver rating on the EcoVadis sustainability index placed the Company in the top 15% of assessed companies. Scope 1 and 2 targets were approved by the Science Based Targets initiative (SBTi) as aligned with the 1.5°C trajectory, with commitments to reduce emissions by 54.6% by FY33 and ensure 81.6% of key suppliers adopt science-based targets by FY28.

## Future outlook

Looking forward, it is clear that we face a period that will be characterized by a higher degree of unpredictability and turbulence driven by shifting global geopolitics and geoeconomics. These dynamics will likely influence and shape the balance of headwinds and tailwinds that Syngene will face as we seek to continue our growth story in the CRDMO market.

Notwithstanding this backdrop, the fundamentals of market opportunity for Syngene remain very robust. Syngene's share of the global CRDMO market is currently less than one percent, indicating clear headroom for growth and market share expansion. India itself is also now clearly seen as a global 'growth platform' as revealed in a Boston Consulting Group (BCG) white paper titled, 'Unleashing the Tiger: Indian CRDMO Sector 2025' presented at the BioAsia conference in Hyderabad in February this year. Today, India holds only a 2-3% share, or USD 3.6 Bn, of the USD 145 Bn global CRDMO market. But, as the report indicates, there is potential for the Indian industry to grow to USD 22 Bn - USD 25 Bn by 2035 representing a 15% CAGR. This growth is expected to outpace the global industry, driven by India's increasing capabilities, enhanced capacities, faster startup times, and cost advantage over the West. Recognizing this opportunity, Syngene along with ten other CRDMOs in the country have come together to launch the Innovative Pharmaceutical Services Organization (IPSO)\*, which will provide the industry with a platform to drive advocacy, build an ecosystem of innovation, and address critical challenges such as supply chain resilience and regulatory efficiencies.

Syngene is well positioned for accelerating growth and transformation, with the potential to becoming a leader in serving the global biopharma and wider life sciences outsourcing market models. Together, working with our partners, our focus remains on delivering exceptional output value and service to our customers to support them in their innovation journeys to bring new products to the market.

In closing, I would like to thank the 8,500 Syngene employees for their dedication and hard work which has underpinned our performance this year and provides the foundation for our future growth.

**Peter Bains**  
Managing Director & CEO

\*The association is currently under the registration process.





U.S. manufacturing facility at Bayview, Baltimore, United States



Message  
from our  
**Chief Financial  
Officer**

Deepak Jain



Despite sectoral headwinds, Syngene delivered resilient performance with strong cash generation of Rs 1,168 Cr, fully funding our USD 85 Mn capex including a strategic U.S. biologics facility acquisition, thus positioning us for long-term growth in the high-potential CRDMO market.

## Dear Shareholders,

FY25 saw a resilient performance in a challenging year for the contract research, development and manufacturing organizations (CRDMO) sector as a whole with macro headwinds of slowing Biotech funding, Big Pharma restructuring and tempering of the urgency of Biosecure Act. Our robust business model, diversified across CRO and CDMO segments, coupled with our focus on execution, helped us make good progress on our key strategic objectives.

The Company reported 4% year-on-year growth in revenue from operations. Growth was primarily driven by large molecule development and manufacturing services which saw a solid uptick with its revenue share increasing to 25% in FY25 from 21% in FY24; driven by a ramp-up in commercial volumes and process development (PRD) projects leading to 22% year-on-year increase in revenue. PRD projects from other clients contributed to 40% of the growth of the Biologics business. Discovery services witnessed challenging demand in the first half followed by growth in the second half supported by conversion of pilot projects and demand from other clients. Dedicated centers delivered a stable performance contributing to a 2% increase for the Research Services division as compared with the previous year. On the other hand, small molecule CDMO contributed to 12% this year, down from 16% in the prior year. It was impacted due to declined projects led by clinical trial data changes, lower funding and project re-prioritization by clients, partially offset by increase in number of PRD projects.

## Cost and Margin Overview

We continued to manage costs and investments proactively with Operating EBITDA growing at 3% with a margin of around 29%, approximately the same as the previous year.

Raw material cost as a percentage of revenue improved in FY25 at 25.9% of revenue compared to 26.7% in FY24 driven by change in business mix and improved yield in biologics.

Employee costs grew by 11% year-on-year in FY25 leading to increase in staff costs as a percentage of revenue from 27.5% in FY24 to 29.6% in FY25. The increase is attributable to increments and investments in leadership and commercial teams.

Other direct costs which primarily include power and utility costs reduced by 8%. Throughout the year, the Company reaped the rewards of its investments in renewable energy, which not only positively impacted the cost of energy supply but also contributed significantly to advancing environmental commitments through the reduction of greenhouse gas emissions. In FY25, we generated 92% energy from renewable sources against 82% in FY24. Other operating expenses increased by 16% on account of increased repair and maintenance costs, administrative and selling expenses. We invested in commercial activities in response to increased customer interest. We also continued to invest in digitization, automation and technology advancements which we believe will give us the edge to operate at world-class standards.



Depreciation and amortization expenses for the year increased by 2% reflecting capex additions. Finance costs increased by 13% led by interest component of lease rentals.

Operating EBITDA grew by 3% with a margin of around 29%, approximately the same as the previous year. Operating EBIT margin came in at 17% similar to previous year. Other income decreased by 21% during the year due to lower cash balance as a result of acquisition of biologics facility from Stelis Biopharma.

Reported profit after tax before exceptional items declined by 8% to Rs 475 Cr. PAT after adjusting for exceptional items decline 3% y-o-y. However, adjusted for one-offs relating to interest income on income tax refund, expenses related to the acquisition of the U.S. facility and reversal of income tax provision in FY24, the underlying PAT increased by 1% y-o-y. Adjusted for one offs, the underlying tax rate is around 22.8% for the year greater than 21.6% in FY24. Effective tax rate is expected to increase to approximately 26% in FY26.

### Navigating currency volatility

The Company serves clients across multiple countries, with the majority of revenue generated in foreign currencies. In addition, the Company faces exposure to foreign exchange risks due to its various operations and transactions. As a result, hedging plays a crucial role in Syngene's strategy to manage the risks stemming from exchange rate fluctuations. The Company implements hedging measures for receivables in accordance with the Board-approved foreign exchange policy.

The year was marked by depreciation of the Rupee against the Dollar. The average USD spot rate of Rs 84.9 was higher than the hedge rate at Rs 84.6. As a result, the Company booked hedge losses. During the year, the Company registered a foreign exchange loss of Rs 19 Mn compared with loss of Rs 558 Mn in the prior year.

### Investing in the future

We executed a USD 48 Mn capex, and including the acquisition of the biologics facility in U.S., the spend was approximately USD 85 Mn during the year. About USD 24 Mn, i.e., almost 50% of the base capex, excluding the U.S. site, was invested in areas such as anti-body drug conjugates (ADCs), peptides and completion of new biology lab in Hyderabad and other contractual obligations that we have with our clients.

Around 25% was invested in biologics towards upgradation of Unit 3 and expansion of our PRD labs. Unit 3 is ready for operations, and we expect capitalization to be done in Q1 FY26. We invested nearly 15% in small molecule, primarily towards capability builds in animal health facility and expansion in PRD labs. The remaining capex includes investments in digitization and automation.

### Strong balance sheet

A strong balance sheet lies at the core of the Company's financial strategy. As intended, the Company sustained a resilient balance sheet and upheld a solid liquidity position.

Our net cash flow generated from operating activities for the year was strong at Rs 1,168 Cr which fully funded the capex and acquisition of the U.S. Biologics manufacturing facility whereby our net cash in the business increased to Rs 1,279 Cr from Rs 934 Cr in the previous year. This reflects the underlying strength of our business as well as our ability to exert strong financial control.

### Future ahead

Looking ahead into the next financial year, we expect the positive momentum to continue, with broad-based improved pipeline visibility and potential. The industry fundamentals remain strong and there is a growing trend in outsourcing of R&D activities with geopolitical factors influencing client supply chain preferences. Consequently, we remain optimistic about the long-term growth potential. We believe that our integrated business models and available capacity and investments in capabilities put us in a strong position to capture the growing CRDMO segment.

We expect FY26 to be a transient year with uncertain short-term macro environment building in the recovery of Biotech funding, Big Pharma restructuring and tempering of urgency on the Biosecure Act. However, our underlying business growth remains strong with revenue growth in the early teens, driven by performance across research and CDMO businesses.

Adjusted for the need to balance client inventory in the large molecule commercial manufacturing, our reported revenue growth is likely to be in the mid-single digits. We have invested in building capabilities both in India and the acquisition of the biologics facility in the U.S. to strengthen our leading position in the biologics market. With the new facility coming online and the ramp-up over the couple of years, as guided, we expect margins to moderate in the near term. Operating EBITDA margins is expected to be around the mid-20s for FY26. Effective tax rate is expected to increase to 26% in FY26 as the SEZ units come out of tax holidays. With increase in depreciation and effective tax rates, we anticipate a year-on-year decline in PAT in FY26.

We will continue to strategically invest in areas that strengthen our position as a leading integrated provider of research, development and manufacturing services. We will continue to add new niche capabilities and capacities that position us as an integrated, differentiated and valued service provider for our clients.

In closing, I want to thank our shareholders for their ongoing support of the Company. We look forward to continuing to work together to build a successful future.

**Deepak Jain**

Chief Financial Officer





ABOUT SYNGENE

# Driving Scientific Innovation with Service, Quality and Excellence



We combine cutting-edge science with a deep understanding of customer needs to drive innovation. Our commitment to service, quality and excellence is embedded in every aspect of our operations, fostering trust, confidentiality, and seamless collaboration.

Established in 1993, Syngene is a fully integrated organization offering end-to-end scientific solutions across research, development, and commercial production. With expertise in both small and large molecules, we serve global pharmaceuticals, biotechnology, nutrition, animal health, consumer goods, and specialty chemical industries.

Our strong track record in customer satisfaction, scientific innovation and operational excellence has made us a trusted partner for multinational corporations, emerging biotech firms, academic institutions, non-profit organizations, and government agencies.

We offer flexible, customized partnership models, spanning from specialist services to long-term strategic programs.

With a relentless focus on quality and excellence, we are continually investing in world-class talent, state-of-the-art infrastructure, and advanced technology. By embracing digital transformation, strengthening supply chain resilience, and optimizing operational processes, we are setting new benchmarks in efficiency, productivity, and compliance.

Beyond business performance, we remain committed to sustainability and responsible corporate citizenship. Our ESG initiatives focus on reducing our carbon footprint, ensuring workplace safety, and making a positive impact in the communities where we operate. As a publicly listed company on the Indian stock exchanges, we uphold the highest standards of transparency, governance, and long-term value creation.

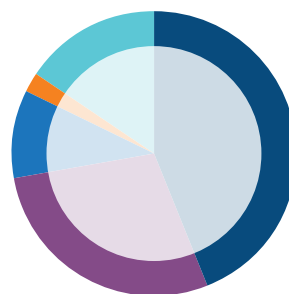
## Our workforce

With more than 8,200 employees and workers, including over 5,600 scientists, our workforce underpins the success of our operations. Specialists and professionals across various functions ensure seamless project execution, while our focus on scientific integrity, compliance, and high performance aligns every team member with our core values and objectives.

## Our presence

Our headquarters and main campus, serving as the central hub for research, development, and manufacturing, are located in Bengaluru, India. Large-molecule development and manufacturing take place at our main campus, complemented by a newly operational multi-modal biologics manufacturing unit (Unit 3). In addition, we operate three satellite campuses in Bengaluru that support key corporate functions, including Human Resources, Legal, and Finance, alongside our Clinical Development facility. To meet the growing demands of our research operations, we have expanded to Hyderabad, while our Mangaluru facility specializes in the commercial-scale production of active pharmaceutical ingredients (APIs).

We recently expanded our global footprint with the acquisition of a biologics manufacturing facility in Baltimore, Maryland, United States, further strengthening our presence in large molecule development and production. Additionally, Syngene U.S. Inc. supports our customers in the United States, complemented by commercial teams strategically positioned in the United Kingdom and Europe.



- 43.9% U.S.
- 28.4% Europe
- 10.1% Others
- 2.2% Japan
- 15.4% India

## Our partnerships\*

Large & Mid-sized BioPharma	
Emerging BioPharma (EBP)	
Animal Health	
AgroChem	
Consumer Products	
Chemicals/Polymers	

\*This is a representative selection of the customers Syngene works with. We work with over 400 customers across industry segments

\*All product names, logos, brands, trademarks and registered trademarks are the property of their respective owners

## Our Business Divisions



### Research Services

Our Research Services division supports the full spectrum of early-stage R&D, from target identification to clinical transition. This integrated division brings together Discovery Chemistry, Discovery Biology, Translational & Clinical Research and Dedicated R&D Centers.

Our Dedicated R&D Centers offer a comprehensive solution for customers seeking large-scale research facilities without major long-term capital investment. These centers function as an extension of our customers' internal research network, providing seamless integration while offering operational flexibility. Each center is staffed with a dedicated, multi-disciplinary team of scientists and support personnel, ensuring efficient project execution.

Our expertise spans small molecules, biologics, and advanced modalities such as peptides, oligonucleotides, antibody-drug conjugates, and targeted protein degradation/stabilization thus enabling end-to-end solutions that accelerate drug development.

### Development Services

Our Development Services division takes forward promising candidates from the Research Services pipeline, with a focus on small molecules. We provide end-to-end support from pre-clinical development through clinical trial readiness, specializing in drug substance and drug product development. Our capabilities ensure safety, tolerability, and efficacy through rigorous testing and validation.

We also work with next-generation modalities, including antibody-drug conjugates (ADCs), oligonucleotides, and peptides, ensuring

a smooth, science-driven transition from development to GMP-compliant manufacturing with a focus on efficiency and sustainability.

Additionally, we work with performance chemicals and specialty materials, leveraging expertise in synthetic, organic and polymer chemistry. Integrated analytical services support every stage of development, covering method development, validation, transfer, and reference standard qualification.

### Contract Development and Manufacturing Services (CDMO)

The Company's CDMO Services specialize in the development, scale-up and manufacturing of drug products for clinical trials and commercial distribution. They offer a range of services that include drug development, process development, analytical testing, formulation development, scale-up, manufacturing, packaging and distribution. These services can be provided on a standalone basis, or as part of a complete end-to-end service offering.

#### Small Molecule CDMO

Small molecule manufacturing is carried out at our USFDA-compliant API facility in Mangaluru, ensuring high-quality and regulatory-compliant production.

#### Large Molecule CDMO

Large molecule development and manufacturing take place at our biologics facility in Bengaluru, which is approved by U.S. and European regulatory authorities. Additionally, we have a multi-modal biologics manufacturing facility, set to become operational in FY26. To strengthen our global biologics capacity, we recently acquired a state-of-the-art manufacturing facility in the United States, expanding our ability to serve customers across regions with greater flexibility and scale.



## Our Collaboration Models

We understand that every customer has unique requirements, which is why we offer flexible and customizable collaboration models. Customers can select a single option or integrate multiple offerings to create tailored solutions that align with their specific needs and project goals.

### Fee for Service (FFS)

- Services are provided within a defined scope
- Flexible, on-demand personnel and research infrastructure are allocated to meet project objectives
- Engagements can be short-term or long-term, based on project requirements

### Dedicated R&D Centers

- Customers receive ring-fenced infrastructure customized to their research needs
- Dedicated scientific and support teams work exclusively on the customer's projects
- Long-term strategic partnerships, typically extending for five years or more, foster deep collaboration and sustained innovation

### Outcome-based Model with Service Level Agreement

- A contract structured around the achievement of predefined outcomes
- Linked to specific productivity goals to ensure performance-driven results

### Full-time Equivalent (FTE)

- A dedicated team of scientific personnel from predefined disciplines works exclusively on the customer's projects
- Deliverables and team composition evolve as the project progresses to align with changing requirements
- Agreements are typically renewed annually, ensuring continuity and flexibility

### Risk / Reward Model

- A milestone-driven approach covering a portfolio of research projects
- Customers benefit from reduced upfront costs, with payments tied to predefined success milestones

# Our Value Creation Model

## Our Business

We are an integrated research, development and manufacturing organization providing scientific services from early discovery to commercial supply. We serve a wide range of industrial sectors including pharmaceutical, biotechnology, nutrition, animal health, consumer goods and specialty chemical companies.

- We deliver shared value
- We partner with ~400 clients worldwide
- We aim to offer a great place to work
- We invest in the communities where we operate
- We deliver returns to shareholders
- We comply with national and international regulations for the benefit of people and patients

## Our Vision

To be a world-class partner delivering innovative scientific solutions

## Our Values

- Integrity
- Excellence
- Professionalism

## Our Stakeholders

- Clients
- Communities
- Employees
- Industry authorities
- Shareholders

## Our Assets

### World-class infrastructure

Certified to international standards, offering a breadth of facilities and scale

### Responsible environment, social and governance (ESG)

embedded in our operations

### Talented Resources

Our focus is on attracting, retaining, and nurturing skilled individuals. We ensure a secure work setting for our diverse workforce of over **8,200** including more than **5,600** scientists

### Strategic sourcing

#### Effective collaboration with suppliers

who deliver high quality materials and capital projects: 2,800+ suppliers

### Robust business model

Delivering dynamic growth, profitability and returns with good governance

## Our Advantage

### Our Advantage: One-stop shop

- Discovery, development, and manufacturing services for large and small molecules
- Latest technology platforms to support evolving modalities, 24/7 operational support
- Strong project management
- Safety-first throughout all operations
- ESG strategy and targets reported annually
- Committed to Science Based Targets initiative (SBTi)

- Scientific and operational excellence
- Commitment to diversity in the workplace
- An agile and personalized learning culture to enable continuous learning and development
- Leadership development at every tier through a competency framework and targeted development programs
- Strategic succession planning for business-critical roles across the organization, ensuring long-term stability and growth
- Integrating data analytics and data-driven decision-making processes to enhance talent management strategies and operational excellence

- Sustainable partnerships create a resilient value chain
- ~USD 255 Mn annual spend with suppliers, including capital items
- Dual-sourcing of critical materials

- Investment (Gross Block + CWIP) of (~USD 700 Mn<sup>1</sup>) in infrastructure and facilities
- Strong track record of growth with good demand visibility for the future
- Operating EBITDA margins maintained around 29%

## Our Value Proposition

### Our value proposition

- End-to-end scientific solutions across multiple modalities and multiple industries
- Strong track record with major regulators
- Availability of skills and technology not available in-house for clients (especially with emerging biotech)
- Focus on customer centricity with a strong service delivery model
- Integrating environmental stewardship, social responsibility, and strong governance into core operations, ensuring sustainable value creation for all stakeholders

### Collaborative expertise, inclusive culture

- Our collective experience from hundreds of projects enriches client outcomes
- Regular interactions with clients and the ability to form versatile teams leveraging a wide range of skills available in-house
- A commitment to equal opportunities: 26% of our permanent roles are filled by women, with 6% women in leadership positions; we also ensure inclusivity for differently-abled employees

### Industry leadership through sustainable growth

- Experienced leadership team
- Strong governance
- Strategy to drive investment and growth
- Absolute focus on efficiency and compliance
- Track record of reliable delivery

## Value Creation

### A partner for the long-term

- Timely project delivery to clients
- Innovation captured in 400+ patents over thirty years
- Problem-solving on an industrial scale

- Opportunities to engage in cutting-edge, global science without the need to relocate from India

### Resilient supply chain

- Development of supplier capabilities in business ethics and environmental standards
- On time delivery to clients
- Availability of key capabilities through experienced suppliers and consultants

- Revenue from operations growth of 4% for FY25
- Earnings per share (basic) of Rs 12.4 in FY25
- Total market cap increase of ~370% since listing (to March 2025)

<sup>1</sup> Excluding Funded Assets

# Strategic Priorities

## Strategy

## Progress in FY25

## Looking ahead

### Research Services

**Provide an integrated end-to-end therapeutic discovery services encompassing drug discovery, pre-clinical and clinical development capabilities across technologies, platforms, disciplines, disease areas and therapeutic modalities.**

As a means to offer end-to-end drug discovery services to the client from under one umbrella, Syngene has reorganized its discovery services, Synvent, dedicated centers, pre-clinical and clinical development capabilities into a single division. The resulting new operating structure, now called Research Services, has exhibited a solid performance despite market headwinds. The function has laid a deep focus on productivity improvement and automation particularly in its chemistry and DMPK services that led to substantial gains by providing cost advantage. Syngene has also consolidated its research offerings into two distinct business models, Competitive and Differentiated. The Competitive Business Model focuses on value creation through the combination of strong technical execution, high productivity metrics matching or exceeding the leading global CROs, and competitive pricing based upon establishing the lowest cost to serve position enabling competition on price when necessary. By contrast, the Differentiated Business Model creates value through value-added service offerings featuring sophistication in problem solving and innovation, capabilities and subject matter expertise uncommon in the CRO marketplace, and creative business terms.

Over the next one year, Research Services plans to achieve a globally competitive efficiency and scale through improving productivity and automation. Automation and digitization such as cloud Electronic Lab Notebook (ELN) will steer the function at every step from client engagement and agreements through data and collaboration reports towards enhanced productivity and customer centricity.

Research Services will build differentiated platforms and capabilities that will drive augmented value in the organization driving clients to Syngene. The AI drug discovery platforms SynAI™ and QSAR modeling platform SARchitect™ will be further enhanced enabling more efficient drug discovery systems.

It will achieve this by building a foundation of operational enablers such as people first leadership and management ensuring a highly engaged, dedicated and productive workforce. The operational enablers coupled with automation, digitization and building differentiated platforms will enable research services continue its growth and continue long-lasting relationships for dedicated centers.

### Development and Manufacturing Services – Small molecule

**Utilize existing Chemistry, Manufacturing, and Controls (CMC) capabilities and commercial manufacturing, while also developing innovative technologies, to establish a fully integrated, cutting-edge small molecule development and manufacturing service provider.**

Syngene is committed to building small molecule CDMO (SM CDMO) business and over the past year, has progressed well on its multi-year transformation journey. Over this past year, Syngene has implemented multiple strategic shifts set out in as part of broader SM CDMO plan.

Syngene restructured its SM CDMO operating model with the integration of small molecule development and manufacturing into a single division providing end-to-end services for small molecule process development, clinical and commercial manufacturing. It now mirrors how the clients approach their commercial manufacturing requirements. Syngene has improved its operational efficiency and strengthened customer focus by implementing a 'follow-the-molecule' approach.

These measures have led to higher capacity utilization across all assets, increased number of pilot projects in PRD, robust pipeline of large pharma customers, scale up of process development capabilities and the securing of deals that are helping to build additional momentum in line with the division's long-term vision.

Over the next year, Syngene plans to expand its Total Addressable Market (TAM) in SM CDMO by enhancing the focus on small-mid biotech while continuing to strengthen large pharma engagement. The division will expand further on early-stage development projects to build on 'follow-the-molecule' approach. Syngene will also invest in building a deep presence in select set of new technologies to build a scalable and differentiated business.

To improve service levels, reduce process inefficiencies and improve productivity, Syngene will adopt digital/ AI and also lean / six sigma principles across the value chain.



## Strategy

## Progress in FY25

## Looking ahead

### Development and Manufacturing Services – Large Molecule

**Implement a comprehensive strategy for biologics development and manufacturing, establishing a seamless, one-stop-shop capability that covers everything from drug discovery to commercial production.**

Unit 3 that was acquired in the later part of FY24 was operationalized this year providing Syngene an additional 20,000 liters of installed biologics drug substance manufacturing capacity and also a commercial scale, high speed, fill-finish unit – an essential capability for drug product manufacturing. The facility started seeing traction in customer interest and is set to become an important facility for Biologics function of Syngene.

Syngene further acquired a biologics drug substance facility in Baltimore, its first ever manufacturing facility in the U.S.. The acquisition is expected to expand Syngene's growing global biologics footprint to better serve its customers across both human and animal health market segments. The new site will increase Syngene's total single-use bioreactor capacity to 50,000L for large molecule discovery, development, and manufacturing services. Additionally, it will provide Syngene's customers with continuity of supply from its four development and manufacturing facilities located in India and North America, offering services ranging from cell line development, process optimization and both clinical and commercial supply.

The division has also pursued high yielding cell line development and achieved an yield of 9g/l.

As a testament to its progress, Syngene won Asia Pacific Biologics CMO Excellence Awards 2024.

The biologics manufacturing market is thriving, presenting Syngene with a significant opportunity due to its extensive capacity, expertise, and experience. With increased capacity and capabilities, the focus will be on expanding the core business in both human and animal health, as well as to enter into emerging technologies and modalities. With new manufacturing plant in its hold in the U.S., Syngene plans to operationalize the plant by second half of 2025. Alongside enhancing capabilities in technology and personnel, Syngene will continue to strengthen supply chain resilience and build technology enabled interventions to reduce costs. Additionally, progress will be continued in the digitization journey by integrating manufacturing systems and automation into operations.

### Execution Excellence

**Drive execution excellence through improved reliability, speed and efficiency to enhance customer delivery and satisfaction.**

Execution excellence is about impeccable delivery to our customers, actively listening to them and improving continuously.

We continued our commitment to building company-wide capabilities. We trained 1,600+ individuals in Lean and Six Sigma programs, progressing from White Belt to Black Belt levels. Additionally, through Synpro Academy, we expanded project management capabilities, training 250+ individuals. Further, we made progress in connecting capability to culture through the iConnect kaizen portal and kaizen league that resulted in 2,600+ kaizen ideas in FY25.

Syngene earned the prestigious 5S certification from JUSE and QCFI, becoming the first company in India in the Pharma and Life Sciences industry to achieve this milestone. A kaizen initiative on sustainable hazardous waste management received the Gold Award at the International Convention on Quality Control Circles (ICQCC-2024). During the year, we received 41 external awards for achievements in Lean Six Sigma, Kaizen, Process Innovation, and Operational Excellence.

Overall, we maintained strong delivery performance, developed deep customer understanding, built capabilities, fostered desired culture and generated validated cost savings in partnership with teams from across the company.

We will continue to integrate project management, service management, and operational excellence to drive execution excellence and deliver value to our customers. We will focus on simplification, learning, and customer-centricity with an objective of creating a culture and mindset of striving to become better every day.

Simplification, across the organization, would be driven through an improved daily work management system. Capability building and learning would be made more powerful by linking it to visible outcomes. These engines of simplification and learning would be directed clearly towards creating value for our customers helping us become their preferred partners.

## Strategy

## Progress in FY25

## Looking ahead

**Human Resources**

**Build a future-ready, high-performance organization by nurturing leadership at all levels, fostering holistic employee well-being, and driving a culture of continuous growth and innovation.**

Building on FY24's strong foundation, Syngene has made significant strides in becoming a high-performance organization by embedding strategic talent development, holistic well-being, and leadership excellence across all operations. Our "My Future Plan" initiative has transformed into a cultural cornerstone, empowering employees to align their career aspirations with business goals through structured connect conversations, development programs and regular talent reviews, strengthening our internal scientific and leadership pipeline. The launch of "Thrive360," our comprehensive well-being program spanning physical, mental & emotional, social, financial, workplace culture, and career dimensions, has driven measurable improvements in engagement, productivity, and retention. A key milestone was establishing the Syngene Management & Leadership Academy, which introduced "Aspire – Leadership Growth Programs" to systematically develop leadership capabilities at all levels, supported by robust succession planning that now extends beyond leadership to all business-critical roles. Complementing these efforts, we deepened collaborations with premier academic institutions, enriching our talent pipeline with fresh perspectives while maintaining a balanced approach to internal development and strategic external hiring. Together, these initiatives have accelerated our journey toward organizational resilience, inclusive leadership, and sustained high performance.

As we advance into the next fiscal year, Syngene is committed to fostering a future-ready organization by accelerating scientific learning through cutting-edge digital platforms and cross-functional knowledge-sharing initiatives, ensuring our workforce remains at the forefront of biopharmaceutical innovation. We will continue building an agile and adaptive organizational model, empowering teams with faster decision-making and data-driven structural refinements to enhance responsiveness in a dynamic industry landscape. At the same time, we are doubling down on employee retention and engagement by offering personalized career growth plans, robust recognition programs, continuous feedback mechanisms, and a strong emphasis on work-life harmony through initiatives like Thrive360. By integrating scientific excellence, organizational agility, and a people-first approach, we aim to solidify Syngene's position as a leader in the CRDMO space - an organization where talent thrives, innovation flourishes, and sustainable growth is driven by a high-performance culture aligned with our long-term vision.

## Strategy

## Progress in FY25

## Looking ahead

### Environmental, Social and Governance

**Syngene is committed to responsible and sustainable growth, ensuring that its ESG standards meet the evolving expectations of clients, investors, and stakeholders. Our ESG strategy is a key enabler of long-term value creation, embedding environmental stewardship, social responsibility, and robust governance across all aspects of our operations.**

In FY25, Syngene made significant strides in advancing its ESG agenda. A major milestone was the validation of our near-term greenhouse gas (GHG) reduction targets by the Science Based Targets initiative (SBTi), confirming that our Scope 1 and 2 commitments align with the 1.5°C pathway of the Paris Agreement. We also committed to engaging suppliers responsible for 81.6% of our Scope 3 emissions to adopt SBTi-aligned targets within five years.

Our ESG governance framework was further strengthened through enhanced disclosures aligned with the Global Reporting Initiative (GRI) and the Sustainability Accounting Standards Board (SASB).

Syngene's ESG performance received strong external recognition:

- EcoVadis rating improved from Bronze to Silver
- MSCI ESG rating rose to 'A', placing us in the leadership category
- CDP scores of 'B' for both climate change and water security reflected solid environmental management practices
- Ranked 91<sup>st</sup> in Business World's India's Most Sustainable Companies list and 9<sup>th</sup> within the pharmaceutical sector

We maintained steady progress toward our five-year ESG targets. Strengthening water security remained a key focus, with the completion of a baseline assessment of the water network at our Bengaluru campus to identify and address areas for improvement. Under the Social pillar, we launched Thrive 360, a holistic employee wellbeing program. Syngene earned 'Supplier Partner' membership with the Pharmaceutical Supply Chain Initiative (PSCI), underscoring our commitment to responsible sourcing ACS membership.

Operating responsibly is central to Syngene's culture and growth strategy. As we expand into new areas of research, development, and manufacturing, we continue to leverage innovative technologies to reduce environmental impact and strengthen community engagement.







Our commitment to the Science Based Targets initiative reflects our focus on sustainable growth. In FY26, we will advance ESG integration through a Double Materiality assessment, aligning our priorities with stakeholder expectations and business risks. Initiatives like the My Green Lab pilot promote sustainable lab practices, setting the foundation for wider implementation.

Diversity and inclusion remain key to our workforce strategy, with efforts to enhance gender balance and disability inclusion. We are also deepening customer alignment by embedding ESG into sourcing decisions and launching a supplier decarbonization program to support partners in improving sustainability performance, bolstering the resilience of our supply chain.



# Our Services






End-to-end cross-functional, cross-modality delivery of key elements across the discovery and development continuum...

	 <b>Target Identification and Validation</b>	 <b>Hit Identification</b>	 <b>Hit to Lead</b>	 <b>Lead Optimization</b>	 <b>IND Enabling</b>	 <b>IND / Ph1 DE</b>
Discovery Biology (Small and Large Molecules)	<b>Target ID</b> <ul style="list-style-type: none"><li>• Pathway analysis</li><li>• Omics (Gene and protein)</li><li>• Knock-in / knock-out</li><li>• Literature survey</li><li>• Market analysis</li></ul>	<b>Tool Discovery:</b> <ul style="list-style-type: none"><li>• Antibody Library screening</li><li>• Hybridoma</li><li>• Transgenic mouse</li><li>• NCEs</li></ul>	<b>In vitro/Insilco assays:</b> <ul style="list-style-type: none"><li>• Seq optimization</li><li>• Cellular Mechanistic</li><li>• Relevant Off-Target(s)</li></ul> <b>In vitro ADME assays:</b> <ul style="list-style-type: none"><li>• Protein Binding</li><li>• Metabolism</li><li>• CYP Inhibition/Induction</li></ul>	<b>In vivo assays/studies:</b> <ul style="list-style-type: none"><li>• PK (R/NR)</li><li>• PD, PK/PD</li><li>• Efficacy testing</li></ul>	<b>Later Translational:</b> <ul style="list-style-type: none"><li>• PK/PD/Efficacy</li><li>• Refinement of patient selection hypothesis</li><li>• Biomarkers</li></ul>	<b>Ph1-HV or Patient (as appropriate):</b> <ul style="list-style-type: none"><li>• Exposure</li><li>• PD</li></ul>
	<b>Bioinformatics:</b> <ul style="list-style-type: none"><li>• Sequence Analysis</li><li>• Screening</li><li>• Target Engagement</li><li>• CDR Grafting</li></ul>	<b>In vitro assays:</b> <ul style="list-style-type: none"><li>• Biochemical</li><li>• Orthogonal</li><li>• Cellular assay - HTS/HCS Formats</li></ul>	<b>Research Operating Plan:</b> <ul style="list-style-type: none"><li>• Assay Priority</li><li>• Key Studies &amp; critical path</li></ul>	<b>Hypothesis:</b> <ul style="list-style-type: none"><li>• Patient Selection</li></ul>	<b>Human Dose Projection</b> <ul style="list-style-type: none"><li>• h-PK Projection</li><li>• PK/PD/Efficacy data</li><li>• Safety/Tox data</li></ul>	<b>Drug Substance (DS, aka API)</b> <ul style="list-style-type: none"><li>• Route Scouting</li><li>• Scale Up</li><li>• Manufacture/Stability</li></ul>
Chemistry Development Formulation Clinical Development	<b>HTS/DEL/Fragments/Virtual Screening</b> <ul style="list-style-type: none"><li>• Library Design/Synthesis/Maintenance</li><li>• Hit Validation, Re-synthesis</li><li>• Series Qualification, Prioritization</li></ul>		<b>Optimization:</b> <ul style="list-style-type: none"><li>• Biochemistry/Cell Potency</li><li>• Selectivity</li><li>• Phys/Chem Properties</li><li>• In Vitro/Vivo Tool compounds</li></ul>	<b>Optimization:</b> <ul style="list-style-type: none"><li>• Target Optimal h-Profile</li><li>• Candidate Selection</li><li>• Backup Strategy</li></ul> <b>Cell line development:</b> <ul style="list-style-type: none"><li>• Cell line development</li><li>• Process and analytical development</li></ul>	<b>Drug Substance (DS, aka API)</b> <ul style="list-style-type: none"><li>• Route Scouting</li><li>• Scale Up</li><li>• Manufacture/Stability</li></ul> <b>Process Lock-down</b> <ul style="list-style-type: none"><li>• Process Characterization</li><li>• Method Qualification</li><li>• MCB and GLP manufacturing</li></ul>	<b>Drug Product (DP)</b> <ul style="list-style-type: none"><li>• Pre-Formulation Studies</li><li>• Ph1 Suitable Formulation</li><li>• Prototype/Stability</li><li>• Manufacture/Stability</li><li>• IND, BA/BE, DDI and Phase 1 clinical trials</li><li>• GCP Bioanalysis</li></ul>
Safety Assessment			<b>In vitro Safety:</b> <ul style="list-style-type: none"><li>• hERG</li><li>• Ion Channels</li></ul>	<b>Tox-Suitable Formulation (maximize exposure)</b>	<b>DRF Tox (R/NR) Bioanalysis</b> GLP Tox (R/NR) GLP Bioanalysis	<b>MTD or RP2D (as appropriate)</b>

## Informatics

Integrative Data Analysis, Predictive Modeling, Hypothesis Generation

Through commercialization, both standalone and integrated offerings

	 <b>Developability Assessment</b>	 <b>Development Phase</b>	 <b>Clinical Phase</b>			 <b>Registration/ Process Validation</b>	 <b>Commercial Batches</b>
			Phase I	Phase II	Phase III		
<b>Safety Assessment</b>	Early PK, MTD/ DRF studies, Exploratory Tox	<ul style="list-style-type: none"> <li>IND enabling GLP Tox studies: Ames, Chromosomal aberration, Micronucleus tests, Pivotal repeat dose (Rodent and Non-rodent)</li> <li>Safety Pharmacology: CNS, Respiratory, CV Telemetry, hERG</li> </ul>		<ul style="list-style-type: none"> <li>NDA enabling studies: Sub-chronic and Repro-tox studies</li> <li>Local Tolerance study</li> </ul>	Chronic and Carcinogenicity study		
<b>Chemical Dev and Manuf.</b>	<ul style="list-style-type: none"> <li>Route scouting</li> <li>Process safety evaluation</li> <li>Scalability</li> </ul>	<ul style="list-style-type: none"> <li>Fit to purpose Process dev</li> <li>Material supply</li> <li>Impurity identification</li> <li>Enable and scale</li> <li>Tox material delivery</li> </ul>	<ul style="list-style-type: none"> <li>Process dev, robustness and safety study</li> <li>Unit operation studies</li> <li>Impurity synthesis &amp; characterization</li> <li>DS clinical batch supply</li> </ul>			<ul style="list-style-type: none"> <li>Process DOE, QBD and scale up studies</li> <li>Process Risk assessment</li> <li>FMEA analysis</li> </ul>	Commercial batches manuf. and packaging
<b>Formulation Dev and Manuf.</b>	<ul style="list-style-type: none"> <li>Pre-formulation</li> <li>Salt polymorph screening</li> <li>Excipient compatibility</li> </ul>	<ul style="list-style-type: none"> <li>Solid Oral &amp; Injectable dosage forms</li> <li>Enabling formulation technologies</li> </ul>	Clinical Supplies for all phases <ul style="list-style-type: none"> <li>FIH formulation for Phase 1/2A</li> <li>Final dosage form for Phase 2B/3 and onwards</li> </ul>			<ul style="list-style-type: none"> <li>Registration and process validation batches manuf.</li> </ul>	
<b>Analytical Services</b>	Methods for Pre-formulation and Bio-analytical	<ul style="list-style-type: none"> <li>Methods for Intermediate, Final DS, DP</li> <li>Forced degradation studies</li> <li>Solid state characterization</li> </ul>	<ul style="list-style-type: none"> <li>Phase appropriate method validation for DS &amp; DP (microbial methods)</li> <li>Specifications for DS &amp; DP</li> <li>In process and Finished product analysis</li> <li>Final batch release with COA</li> <li>Reference standard , Impurities, Isolation and characterization</li> </ul>			Robustness of Analytical methods and full validation as per ICH	Analysis of commercial batches
<b>Stability Services</b>	Selection of suitable container closure system & packaging	Development stability studies	<ul style="list-style-type: none"> <li>ICH stability for all phases</li> <li>Shelf-life Estimation</li> <li>Re-test extension</li> </ul>			Stability study of registration/ process validation batch	Stability study of commercial batches
<b>Clinical Development</b>			<ul style="list-style-type: none"> <li>Human Pharmacology Unit (Phase I/BE studies)</li> <li>Clinical Trial Services – full solution provider for conducting trials in India</li> <li>Central Lab Services including regulated bioanalytical lab</li> <li>Clinical data management, biostatistics and medical writing</li> </ul>				

Regulatory Support



# Operating Environment



## Navigating a shifting landscape

The global CRDMO (Contract Research, Development, and Manufacturing Organization) market is projected to grow at a healthy pace of ~8% annually, reaching USD 2131 Bn by 2028, up from USD 144 Bn in FY23. This growth outpaces the broader pharmaceutical industry, which is expected to expand at ~6% CAGR over the same period. In the following section, we explore the key trends shaping the CRDMO landscape and their implications for our operations.



## Rising Drug Pipeline and Growing Focus on Complex Modalities

The global pharmaceutical pipeline continues to expand at a steady ~6% annually, with 1,000–1,200 new early-stage assets added each year and over 40 new drug approvals annually in the U.S. alone.

While small molecules are growing at 2-3%, large molecules and next-generation technologies are advancing faster at 8–10%. These include monoclonal antibodies, ADCs, oligonucleotides, peptides, cytokines, and cell therapies, which are projected to

make up 55-60% of the total pipeline by 2030, up from 45-50% in 2023. This shift is driving increased demand for specialized services from CDMOs.

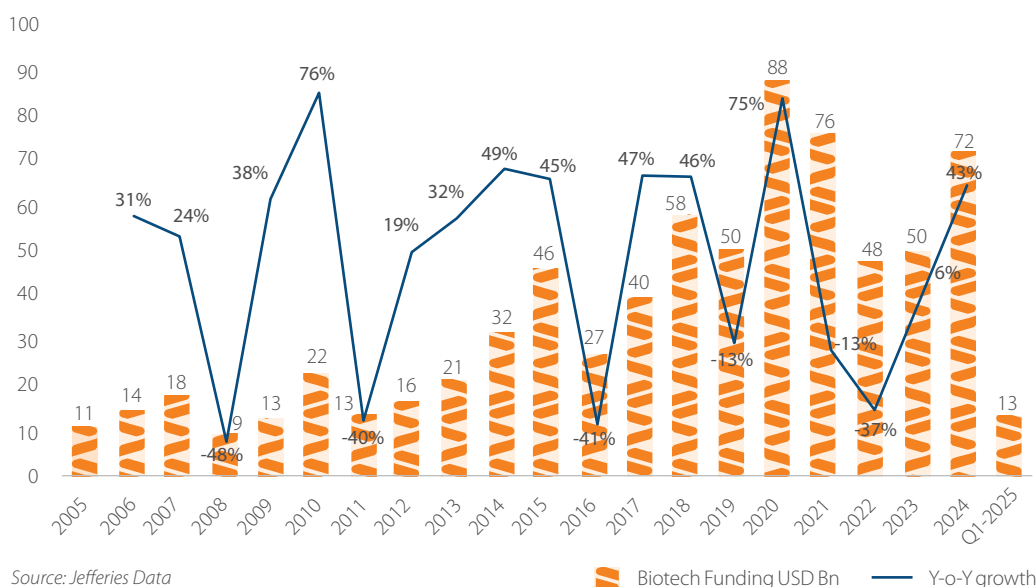
**Implications for Syngene:** We are proactively investing in capabilities, capacity, and scientific talent – particularly in high-growth areas such as ADCs, peptides and oligonucleotides, to stay aligned with evolving customer needs.

## Biotech Funding Improving, but Recovery Remains Uneven

Biotech companies now contribute to nearly 50% of early-stage drug development, underscoring their growing role in pharmaceutical innovation. Operating with asset-light business models, they increasingly rely on CRDMOs for research and manufacturing support.

While biotech funding returned to near pre-COVID levels in 2024, the recovery remains unpredictable. Q1 CY25 U.S. Biotech

Funding was down by 43% compared to Q1 CY24 reflecting continued volatility. As funding stabilizes, early-stage research is gradually regaining momentum, translating into more RFPs and CRO enquiries. However, many customers remain cautious and are commissioning smaller work packages and extending timelines. In contrast, demand for CDMO services is picking up, as biotech companies progress late-stage assets toward key value inflection points.



**Implications for Syngene:** We remain cautiously optimistic about biotech-driven growth depending on the rate of recovery

in funding. Customer engagement remains strong, with increased RFPs, business closures and client visits, in FY25 compared to FY24

## Cost Pressures Driving Greater Outsourcing

Large pharmaceutical companies are facing rising cost pressures, largely due to a looming patent cliff and ~USD 93 Bn in revenue from both biologics and small molecules is expected to go off-patent between 2024 and 2028. In response, many are accelerating efforts to improve productivity, rationalize internal networks, and expand outsourcing to CRDMO partners.

Adding to the pressure is the U.S. Inflation Reduction Act (IRA), which allows U.S. Medicare to negotiate drug prices. This is likely to shorten the commercial lifespan of drugs – down to nine years for small molecules and 13 years for biologics – potentially reducing return on investment for new launches. While pharmaceutical companies' responses to IRA vary, the common trend includes pipeline optimization, faster development timelines, and increased external partnerships.

The U.S. government has recently signed an executive order introducing a Most Favored Nation (MFN) pricing policy, mandating that drug prices in the American market be benchmarked

against the lowest price paid by any other country for the same medication. This directive aims to bring substantial cost savings for U.S. consumers. However, the move is expected to face pushback from the pharmaceutical industry, with concerns that manufacturers may respond by increasing prices in traditionally lower-cost markets to offset potential revenue losses and sustain R&D investments.

As the policy remains in its early stages, markets like India will need to closely monitor its implementation and assess the broader implications as the U.S. administration advances with further actions.

**Implications for Syngene:** With pharmaceutical companies looking to maximize R&D efficiency and value, outsourcing will remain a key lever. As a high-quality, cost-effective partner with strong infrastructure and talent, Syngene is well-positioned to benefit from this shift.



## Geopolitical Shifts Creating Opportunities for Alternate Outsourcing Hubs

Rising geopolitical concerns and the broader China+1 strategy are prompting global pharmaceutical companies to reassess and diversify their outsourcing footprints. India is emerging as a credible alternative, especially as customers look to consolidate operations outside China.

The proposed U.S. Biosecure Act initially signaled a faster shift in this direction, but its future now remains uncertain. Nonetheless, it has amplified focus on supply chain resilience and diversification. Even as the industry awaits policy clarity, many global pharmaceutical companies have begun evaluating alternative hubs, thus creating long-term tailwinds for countries like India. We have seen

increasing client site visits and pilots in Research Services due to clients looking to diversify their supply chains. As these pilots progress into long-term partnerships, we expect them to be a key growth driver for our research business.

**Implications for Syngene:** Regardless of the Act's outcome, the trend towards geographic diversification is expected to continue. Over the next eight to ten years, this shift could unlock a USD 5 Bn+ opportunity for China-alternate markets such as India and Korea. Syngene is well-positioned to benefit, offering a compelling combination of cost efficiency, scientific depth, and regulatory compliance.

## India's CRDMO Sector on the Rise

India's CRDMO sector is gaining traction, driven by supportive policy reforms, infrastructure development, and increasing investment in innovation. Initiatives such as the BioE3 Policy (approved in August 2024), a USD 3 Bn capital outlay for the pharmaceutical and API sector, and the development of dedicated biotech parks are reinforcing India's position as a global life sciences hub. While policy frameworks continue to evolve, the domestic CRDMO industry is expanding rapidly – bringing with it heightened competition for high-end scientific talent and growing pricing pressures as more players scale up.

**Implications for Syngene:** We remain focused on enhancing productivity, optimizing cost-to-serve, and investing in next-generation technologies to sustain our competitive edge. Our people strategy is designed to build a strong, future-ready workforce, while our commitment to being an employer of choice helps us attract and retain top-tier talent driven by purpose, growth, and impact.

## Disruption in technology accelerated by AI

Rapid advancements in predictive and generative AI are beginning to transform the CRDMO landscape. In R&D, AI can accelerate compound screening, optimize bioassays, and reduce time-to-laboratory – all while allowing innovators to explore a broader set of molecules within the same budget. In manufacturing, AI supports real-time anomaly detection and improves adherence to GMP and regulatory requirements, driving both quality and efficiency.

Beyond the laboratory, AI is reshaping business functions by automating repetitive tasks, optimizing workflows, and enhancing decision-making across areas such as finance, procurement, and workforce management.

**Implications for Syngene:** As AI continues to evolve, Syngene is actively building awareness of emerging capabilities, piloting new tools, and investing in scalable digital solutions. With a focus on strengthening IT systems, improving laboratory productivity, and creating customer-centric digital platforms, we are well-positioned to harness AI's full potential and drive future-ready operations.

DIVISIONAL REVIEWS

## Research Services



Scientific rigor and cross-functional collaboration propelled the advancement of discovery programs across multiple therapeutic areas. Leveraging cutting-edge platforms, digital technologies, and integrated capabilities, we delivered impactful solutions that create value for our customers.



## Performance Overview

Our Research Services division includes Discovery Chemistry, Discovery Biology, Safety Assessment, and Computational & Data Sciences, along with SynVent (expert-led, integrated therapeutic discovery), Translational & Clinical Research, and dedicated centers for clients.

Research Services recorded moderate growth in FY25, driven by increased R&D externalization by large pharma and supplier diversification away from China, benefiting India-based CROs. However, reduced venture capital funding for early-stage companies tempered typical growth in that segment.

Clients shifting research from China to India favored pilot-scale engagements to initiate relationships. Of 13 such pilots, six have converted to long-term partnerships, with five still in progress, contributing to steady growth and a strong future pipeline. Increased customer visits and audits further indicated recovery momentum. To support this, Syngene continued investing in capacity, including facility expansions in Hyderabad.

## Discovery Biology

Discovery Biology advanced scientific innovation, operational efficiency, and capabilities. Investments in advanced automation for DMPK assays improved both quality and turnaround times. A key milestone was the implementation of a centralized compound management system, integrated with AI-powered software, enhancing speed, standardization, traceability, and inventory control.

We strengthened biological target validation and iPSC platforms and expanded therapeutic antibody discovery capabilities,

including a proprietary llama-derived antibody library and a bispecific antibody platform. This enabled the progression of two bispecific antibodies from hit identification to candidate selection and supported regulatory submission preparations.

To meet growing demand, we scaled antibody drug conjugates (ADC) discovery at the Bengaluru site. The DMPK business also grew, backed by infrastructure and expertise enhancements.

## Discovery Chemistry

Discovery Chemistry onboarded new clients through successful pilot projects, many transitioning into full-time equivalent (FTE) models. We expanded our peptide chemistry platform in Bengaluru with advanced instrumentation and expert hires to support complex synthesis. Progress in ADCs, prodrug design, and fragment-based drug discovery (FBDD) reflected our focus on emerging modalities.

Our teams advanced multiple integrated drug discovery (IDD) programs from hit identification to development candidate nomination, collaborating across medicinal chemistry, DMPK, biology, and structural biology – resulting in publications, patents, and scientific recognition.

Digitalization efforts included real-time productivity dashboards, predictive retrosynthesis tools, and an integrated analytical

workflow platform. We also enhanced our scientific toolkit with expanded access to commercial software and SARChitect™, our proprietary 3D visualization and modeling application.

In line with sustainability goals, we launched a My Green Lab certification pilot in Hyderabad and increased reaction screening capacity. Internal collaboration was strengthened through knowledge-sharing initiatives such as journal clubs.

We continue to adopt enabling technologies like photoredox and electrochemistry, and leverage AI and data analytics for faster hypothesis generation and decision-making. Our prodrug chemistry team won top honors for a poster presentation at a global healthcare conference, and we deepened academic engagement through expert lectures and technical forums.

## Translational and Clinical Research

The unit reinforced its role as a full-spectrum partner for early-phase clinical development, executing complex studies across therapeutic areas, including our first hybrid, decentralized Phase 2 trial in idiopathic pulmonary fibrosis, which integrated blinding, encapsulation, and digital endpoints.

We completed a challenging biosimilar study under tight timelines and regulatory scrutiny, while other programs, such as an ulcerative colitis study, showcased end-to-end capabilities in kit preparation, esoteric testing, and flow cytometry. Our medical writing team also delivered several standalone projects.

The Bioanalytical Large Molecule (BAL) lab advanced its support for emerging modalities like ADCs, oligonucleotides, and recombinant peptides. Highlights included method development for antidiabetic and anti-obesity peptides, chiral assays, expanded biomarker testing, and PK support for recombinant drugs.

We deepened scientific collaborations in complex vaccine and biosimilar trials, including projects with the World Health Organization and a growing North American CRO partnership.

Progress on our digital roadmap included completing planned upgrades to ELNs, Laboratory Information Management System (LIMS), and clinical trial applications, with full digital transition expected by FY26. These enhancements support real-time monitoring, reduce documentation burden, and enable integrated clinical operations. Additional improvements included upgraded analytical software and centralized imaging systems for global sponsor needs.

Process excellence remained a focus through instrumentation upgrades, cross-training, and the addition of analytical writing. New quality checkpoints were added for BA/BE trials, and a Six Sigma initiative significantly cut bioequivalence project timelines by nearly half.



## Safety Assessment

The Safety Assessment unit strengthened its position as a high-quality, end-to-end provider of toxicology services, expanding its portfolio across small molecules, biologics, vaccines, and emerging modalities like ADCs and antisense oligonucleotides (ASOs). We completed complex studies in juvenile, genetic, and repeat-dose toxicity involving specialized administration routes.

The team supported multiple IND submissions and integrated development programs, completing our first full-spectrum juvenile toxicity study and validating new assays in developmental and reproductive toxicology. Capabilities were further enhanced through a Nitrosamine Enhanced Ames Test and the in-life phase of a transgenic rodent carcinogenicity study.

We scaled in silico and genetic toxicology support, delivering over 1,500 PDE/OEL reports for cleaning validation, manufacturing assessments, and proposal development.

Advancements included the launch of a high-resolution digital pathology platform – making Syngene the first Indian CRO to offer this service – and barcode-enabled sample tracking for improved traceability and efficiency.

Our scientific rigor was recognized externally for pathology quality and slide preparation.

## Computational and Data Sciences

The unit continued to accelerate drug discovery through AI, automation, and advanced analytics. Enhancements to our proprietary platform, Syn.AI™, enabled data-driven design and optimization of therapeutic antibodies, novel target identification, and multiparameter optimization for small molecules and biologics.

We also digitized project tracking and analytics for small molecule programs, providing clients with real-time visibility into synthesis and assay progress – supporting faster decisions, streamlined workflows, and reinforcing Syngene's position as a tech-enabled innovation partner.

## Awards and Recognitions

The BAL team received the National Convention on Quality Concepts (NCQC) Excellence Award and the Chapter Convention on Quality Concepts (CCQC) Gold Award for their project on reducing Cost of Poor Quality (COPQ), recognizing excellence in quality and process improvement.

The Medical Writing team lead received the "Hall of Fame" award from Indian Society for Clinical Research (ISCR), and the team played a key role in organizing the first-ever ISCR Symposium on Medical Writing.

Our Clinical Laboratory was recognized by the College of American Pathologists for sustaining over 15 years of excellence in high-quality laboratory care.

## Dedicated R&D Centers



Our long-standing collaborations with pharmaceutical leaders exemplify our commitment to scientific rigor, operational excellence, and shared success. Through dedicated centers, we deliver integrated solutions that accelerate innovation, support complex programs, and build enduring value for our customers.



Since 2007, when we launched our first dedicated research center, we have pioneered a unique model of long-term partnerships. Throughout FY25, we operated dedicated centers for three global pharmaceutical leaders – Amgen, Baxter, and Bristol Myers Squibb. Each center reflects a deep, evolving collaboration that supports diverse scientific objectives.

Our centers are designed to function as seamless extensions of our partners' internal R&D teams, equipped with ring-fenced infrastructure and staffed by an exclusive team of multidisciplinary scientists and support personnel. These facilities uphold the highest regulatory standards while also mirroring the working norms of our partners.

The enduring success of the dedicated center model is based on a foundation of transparency, scientific excellence, and a flexible operating model. Our ability to scale talent, upgrade technologies, and expand capabilities has helped us meet evolving customer needs and deliver sustained value over time.

### Biocon Bristol Myers Squibb Research & Development Center (BBRC)

With over 27 years of collaboration, our partnership with Bristol Myers Squibb (BMS) only continues to strengthen. BBRC serves as a highly diversified and productive research and development site for BMS and delivered successfully on a wide range of objectives throughout FY25, while also expanding the scope of the collaboration to include global IT support.

Syngene scientists within the center are led by a team of BMS leaders based in Bengaluru and collaborate closely with scientists at other BMS locations. This enduring partnership was underscored during FY25 by multiple visits from senior BMS leaders. Their presence highlighted the continued trust and collaboration that defines our long-standing relationship.

In the fourth quarter of FY25, BBRC hosted its biannual "Science Fest", a celebration of innovation and collaboration. The event featured scientific talks, poster presentations, and panel discussions with senior leaders from both BMS and Syngene, concluding with a vibrant cultural showcase by the BBRC team.

### Syngene Amgen Research & Development Center (SARC)

SARC, our dedicated center for Amgen, was established in 2016 in Bengaluru, following the start of our partnership in 2012. Since that time, the Syngene scientists within the center have collaborated with scientists at Amgen sites in the U.S., across synthetic and medicinal chemistry (including peptide chemistry), antibody and protein reagents, biological assays, pharmacokinetics and drug metabolism, and pharmaceutical development.

In December 2024, Amgen updated the engagement agreement to better support discovery efforts, restructuring the dedicated center to focus exclusively on pharmaceutical development from

April 1, 2025, forward. Therefore, these dedicated facilities will henceforth no longer be referred to as SARC. Both parties remain committed to the success of this ongoing collaboration.

### Baxter Global Research Center (BGRC)

Our long-standing partnership with Baxter advanced significantly this year, marked by a 15% increase in team size and expanded infrastructure. We successfully delivered five complex New Product Development (NPD) projects, including both large and small molecule programs, in support of global regulatory submissions. Our efforts additionally included support for Baxter's nitrosamine testing program, covering all global business units.

Consistent delivery, technical rigor, and high-quality analytical services earned strong appreciation from Baxter leadership and led to the award of additional integrated product development projects. We also achieved key regulatory milestones, including a successful Health Canada inspection and ISO 17025 (NABL) accreditation, further reinforcing customer confidence.

Throughout FY25, operational efficiency and compliance were strengthened through Lean Six Sigma and digital transformation initiatives. All key performance metrics remained on track, supported by systems designed to streamline workflows and enhance service delivery.



# Development Services



## Advancing innovation from laboratory to launch

We focus on advancing small molecules and next-gen modalities like ADCs, oligonucleotides, and peptides, ensuring efficient, sustainable, and scientifically rigorous transitions from development to GMP-compliant manufacturing.

## Chemical Development Overview

The Chemical Development department provides end-to-end process development and bulk manufacturing in both cGMP and nGMP modes. Our advanced PRD lab, with integrated safety and engineering capabilities, ensures smooth scale-up and production.

Operations across our sites in Bengaluru and Mangaluru support business continuity, addressing supply chain, compliance, documentation, and workforce resilience.

We are advancing next-gen modalities like ADCs, oligonucleotides, and peptides, working closely with customers to develop payloads, linkers, and conjugation strategies for mAbs.

To drive sustainable innovation, we're investing in biocatalysis for cleaner, more efficient synthesis and expanding expertise in Photoredox and flow chemistry.

## Performance Overview

Development services performed steadily in FY25, fueled by repeat orders and new integrated collaborations from drug development to clinical-stage manufacturing. Early-stage small molecule process development saw strong growth, with successful project deliveries paving the way for future expansion.

We focused on enhancing capabilities, upgrading facilities, and onboarding experts for emerging pharmaceutical modalities. Streamlined documentation processes ensured timely deliveries while maintaining regulatory compliance.

## Capability Expansion

- We established a dedicated laboratory for potent molecule synthesis, boosting our ability to manage complex projects. Our upgraded Chemical Development Laboratory is now operational, increasing project throughput, with a specialized hazardous lab for safe handling of cyanide and toxic reactions.
- A bench-top biocatalysis capability for new modalities was developed, with enzymatic screening underway. Additionally, a state-of-the-art facility at our Mangaluru site was commissioned to handle OEB-4 (Occupational Exposure Banding) molecules, enhancing our capacity for high-potency compounds.

## Pioneering Breakthroughs in Process Innovation

Our team collaborated with global customers, adopting advanced methodologies to improve yield, purity, and cost efficiency without compromising safety or quality. Achievements included reduced manufacturing costs, minimized waste, and optimized results beyond initial expectations.

The peptide and oligonucleotides teams drove significant process improvements, ensuring timely, high-quality solutions. Additionally, the CD-PRD team published a paper in Organic and Process Research & Development (2024) on successfully scaling a stereoselective

cyclopropanation for Factor-D inhibitors, overcoming challenges with pyrophoric reagents under cryogenic conditions. The publication recognized 12 Syngene co-authors.

## Advancing Sustainable Practices

- We optimized the process for a rare disease molecule, reducing PMI from over 40 to below 15, increasing yield to 60%, and halving cycle time. This improved process delivered 26% more product with the same raw materials, reducing waste and improving resource efficiency.
- A scalable process for an alcohol-based intermediate enhanced reaction efficiency and reliability, increasing yield by 10% and reducing Cost of Goods Sold (COGS) by 5%. We also optimized an ADC molecule process, addressing crystallization and purification challenges, resulting in a 10% reduction in E-factor and minimizing waste.
- To drive sustainable innovation, we are investing in biocatalysis for cleaner, more efficient synthesis and expanding expertise in Photo redox, electrochemistry, and flow chemistry.

## Innovative Synthetic Approaches

### Integrated Drug Development (IDD) Program

- In collaboration with a U.S. based biotech firm, we developed a polymer-based drug for a rare inherited metabolic disorder. The process was successfully scaled up for bulk batches, optimizing raw material use and cycle times, and is now ready for cGMP manufacturing.
- The team also developed a novel activated polymer for enzyme conjugation, with plans for cGMP scale-up. The process aligns with sustainable practices, reflecting our commitment to green chemistry. Additionally, we developed a polymer library for RNA encapsulation in genetic disorder treatments, completing the project on time and maintaining high material quality.

## Enhancing Quality Excellence and Productivity

The PRD team identified documentation and plant support as productivity barriers. To address this, a dedicated team was formed to simplify SOPs, reducing turnaround time and eliminating non-value-added tasks. This streamlined approach improved focus on core activities, ensured seamless customer communication, and led to smoother operations and successful project outcomes.

## Innovations in Material Science

We partnered with a customer to develop ionic materials for clean energy, achieving four times the stability and performance of market benchmarks. Large-scale production of 300-meter membrane rolls was successfully executed, advancing decarbonization efforts.

The team also developed a novel library of cross-linkable polymers for Printed Circuit Board (PCB) applications, with ongoing

investigations into crosslinking reactions. Additionally, a polymer was successfully conjugated with a therapeutic protein, advancing its potential for rare disease treatment.

### Risk Management

We successfully managed the handling of TMSCN (cyanide) in an acidic medium, effectively controlling the release of hazardous HCN (hydrogen cyanide) gas. A thorough risk assessment was conducted from raw material procurement to manufacturing, with all safety recommendations implemented. The safe execution of three batches was shared with the customer, who praised Syngene's risk management protocols.

### Analytical Development

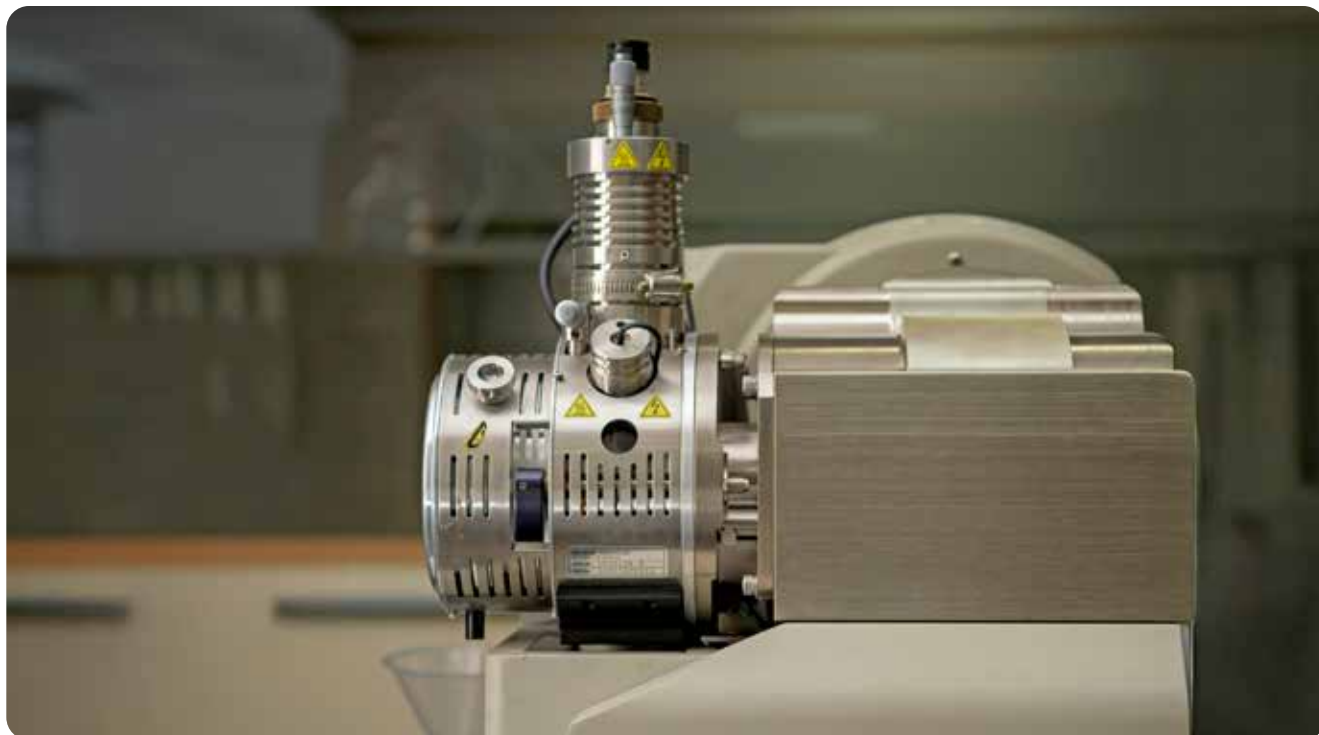
The team completed its first chiral purification by Supercritical fluid chromatography (SFC) for linker moiety at the manufacturing facility, boosting QC confidence for future projects. New customers were onboarded, and high-value analytical method development proposals were received, showcasing our technical expertise.

A new model introduced staged training for process chemists on UPLC/HPLC for IPC analysis. Capabilities were enhanced with Prep HPLC, Arc HPLC with SEC-MALS (Size Exclusion Chromatography with Multi-Angle Light Scattering), and potent molecule prep isolation. Over 90% of projects are now recorded in electronic lab notebooks, improving efficiency and data security. A phase gate quality system was also implemented to ensure Right First Time accuracy during method transfers.

### Syngene Joins ACS Green Chemistry Roundtable

Syngene has joined the American Chemical Society Green Chemistry Institute Pharmaceutical Roundtable (ACSGCIPR) as an associate member, strengthening our commitment to sustainable innovation in pharmaceutical development.

This membership enables collaboration with global leaders like Pfizer, AstraZeneca, and Amgen, expanding our expertise in flow chemistry, solvent selection, biocatalysis, and emerging technologies. It offers opportunities for scientific exchange, publications, and collaborative research, reinforcing Syngene's position as a sustainability-driven CDMO partner. Our inclusion reflects both our scientific strength and alignment with global green chemistry goals.





# Contract Development and Manufacturing Services (CDMO)



Driven by digital transformation, operational excellence, and the highest quality standards, we set new benchmarks in commercial-scale manufacturing for both small and large molecules. With the addition of our first U.S. based facility, we expanded our global biologics footprint while maintaining a strong focus on operational efficiency, digital innovation, and quality.

Syngene's integrated biologics plant in Bengaluru supports diverse expression systems, ensuring scalability and flexibility to meet customer needs.

In the Large Molecule commercial manufacturing space, our new (acquired from Stelis) 20,000-liter biologics facility, with a commercial-scale fill-finish unit, will be operational in FY26, offering customized, plug-and-play manufacturing platforms.

In the Small Molecule commercial manufacturing space, our Mangaluru's API facility specializes in complex chemical synthesis and scale-up, working closely with our Development Services team to ensure smooth transitions from development to commercial production.

### Performance Overview

Manufacturing services continued to gain momentum, particularly in biologics, with repeat orders from existing customers and increasing interest from new customers. Strong demand for our capabilities underscores our ability to deliver high-quality manufacturing solutions that meet global regulatory standards. Leading global biopharmaceutical companies visited our manufacturing sites to explore business opportunities with us.

### Driving Digital Transformation

We are accelerating digital transformation to strengthen our position as a preferred outsourcing partner in manufacturing. By integrating automation, IT solutions, and data analytics, we optimize workflows, enhance resource allocation and utilization, and ensure regulatory compliance. This digital-first approach drives efficiency, reduces costs, and delivers mutual benefits for both our customers and us.

### Strategic Growth Initiatives

We are expanding monoclonal antibody production capacity, enhancing biologics capabilities, and targeting growth in the animal health sector. Our efforts center on operational excellence, technology-driven efficiencies, and customer-focused solutions.

### Building the 'Smart Factory' Ecosystem

By integrating IT and Operational Technology (OT), we are creating a data-driven Smart Factory ecosystem. Leveraging IoT, MES, Digital Twins, and AI. This will enable real-time monitoring, predictive maintenance, and optimized resource allocation, thus enhancing agility, cost efficiency, and quality.

### Enhancing Cost Efficiency and Productivity

We implemented digital interventions to increase throughput and reduce COGS, to meet the rising demand for cost-effective products. The rollout of a Manufacturing Requirements Planning (MRP) system in FY25 has improved the visibility of materials across locations and stages.

### Commitment to Quality and Operational Resilience

Our Golden Batch initiative drives process excellence, supported by paperless batch manufacturing for better efficiency and traceability. Digital monitoring minimizes deviations and OOS results, optimizing supply chain planning and ensuring regulatory compliance and customer satisfaction.

### Key IT Projects

We are driving digital innovation to enhance manufacturing efficiency and transparency:

- **eBMR for Biologics:** Integrated equipment with a Distributed Control System (DCS) for automated real-time data capture. Transition to a fully digital eBMR system is planned post-customer approval.
- **Warehouse Management System:** Implemented a QR code-enabled system for real-time inventory tracking and material management. Solution development and unit testing are complete.
- **Smart Inventory Dashboards:** Developed real-time digital dashboards using Six Sigma methods to improve inventory visibility, material aging, and stock management across biologics plants.

### Enhancing Productivity, Efficiency, and Speed

In FY25, the Biologics unit implemented initiatives to boost productivity, improve efficiency, and shorten delivery timelines. These efforts led to a 13% year-on-year yield improvement over FY24, demonstrating our focus on process optimization and continuous improvement.



## Awards and Recognitions for Biologics Unit

**Three Gold Awards** from the **Quality Circle Forum of India (QCFI)**, Bengaluru Chapter for outstanding Six Sigma projects.

**Recognition for participation** in the **ASQ South Asia Team Excellence Award (SATEA)**, demonstrating our capabilities in team-based excellence initiatives.

**Three Excellence Awards** at the **National Convention on Quality Concepts (NCQC)**, highlighting our commitment to quality and innovation.

**EFQM Global Certification in Business Excellence:** Three team members completed the European Foundation for Quality Management (EFQM) Global Certification Program, hosted by the Confederation of Indian Industry (CII) as part of the CII-EXIM Bank Award for Business Excellence.

### Strengthening Capabilities with Our First U.S. based Manufacturing Facility

In FY25, Syngene marked a significant milestone by acquiring our first biologics manufacturing facility in Baltimore, Maryland, United States. This expansion enhances our global presence and reaffirms our commitment to delivering flexible, end-to-end solutions across regions.

Syngene U.S. Inc.'s state-of-the-art facility, adds multiple monoclonal antibody (mAb) production lines boosting our biologics capacity. With this addition, our total single-use bioreactor capacity reaches 50,000L, enhancing our capabilities in large molecule discovery, development, and manufacturing capabilities.

This investment ensures seamless supply continuity through our four integrated sites in India and North America, supporting clinical and commercial human and animal health programs. Our U.S. presence reflects a long-term commitment to the market, which is expected to create jobs and strengthen the region's biological manufacturing infrastructure. This expansion reinforces our goal to provide customers with global scalability, quality, and scientific expertise.

# Our Workforce



At Syngene, we believe that investing in our people is fundamental to achieving scientific excellence. Through comprehensive learning and development programs, we provide opportunities for skill-building, career growth, and leadership development, ensuring our employees are equipped to deliver their best work. Our flagship initiatives, including My Future Plan, contribute to both professional fulfillment and organizational success.



8,235

Total Workforce

1,662

New Joinees

5,641

Scientists

400+

PhD Scientists

486,386

Hours of mandatory and technical training

## Empowering our workforce

Building on our commitment to employee wellbeing, we launched **Thrive360** this year – a holistic program addressing physical, mental and emotional, social, financial and professional health through targeted initiatives. These efforts foster a positive work environment where employees feel valued and supported.

We are committed to delivering an exceptional employee experience from day one. Our onboarding programs, including a tech-enabled journey for lateral hires and ensure seamless integration into Syngene's culture. To further enhance this experience, we've introduced innovations like process automation, which have streamlined HR operations, resulting in greater efficiency and improved employee satisfaction.

Regular engagement, including townhalls, team events, and open dialogues with leadership, strengthens trust, collaboration, and a shared sense of purpose.

By continuously listening to our workforce and adapting to their needs, we maintain a workplace where talent thrives and innovation flourishes.

## Thrive 360: Redefining employee wellness

A holistic approach to employee wellbeing

### Thrive360 - Our Commitment to Holistic Wellbeing



## Thrive360 – Building a purpose-driven workplace

Employee wellbeing is a cornerstone of retention. Our Thrive360 program focuses on holistic support across six dimensions

**Physical wellbeing:** To support employee health, we offer on-site health screenings, including complimentary breast cancer screenings for female employees, alongside diet and nutrition counseling through our Employee Assistance Program (EAP) partnership. In FY26, we will expand these offerings by introducing subsidized gym memberships to promote preventive health and wellness.

**Mental and emotional wellbeing:** We have strengthened our psychological support framework through three strategic enhancements: (1) relaunching EAP services with targeted awareness campaigns, (2) extending coverage to **international employees**, and (3) most recently including **family members** in the program. Following these interventions, counseling utilization has risen to 10.45%, reflecting improved engagement with existing services. In FY26, we will introduce a specialized parental support package offering counseling from the third trimester through return-to-work transitions, providing resources for both employees and their managers.

**Workplace and culture:** We have elevated our employee experience through **enhanced benefits** (Upgraded medical insurance, term life & accidental coverage, improved car lease policy, flexible leave policy, and corporate partnerships (e.g., VIBGYOR schools). In FY26, we will be expanding hospital network tie-ups for corporate healthcare benefits, implement a structured **Recognition Framework** to institutionalize appreciation, and **launch our Employee Value Proposition (EVP)**, reinforcing a sense of purpose and pride in the organization.

**Financial wellbeing:** To empower employees in managing their financial health, we are introducing targeted **financial literacy workshops** for early-career professionals, equipping them with foundational money management skills. Additionally, we are partnering with leading banks to deliver specialized **financial planning workshops**, covering investment strategies, tax planning, and retirement preparedness.

**Social wellbeing:** We have fostered meaningful connections through structured **CSR initiatives**, including STEM mentoring programs for women, Synquize annual science quiz for children, and environmental sustainability projects, alongside our **People Pavilion** events that enable direct engagement with HR on key priorities (My Future Plan, L&D, Policies, Wellness, and Inclusion). Moving forward, we will sustain these programs while exploring new formats to further enhance community building and transparent dialogue.

### Career and personal development:

This year, My Future Plan has become deeply integrated as our performance management framework, solidifying its role as a cornerstone of our high-performance culture. Moving beyond traditional evaluations, this forward-looking approach continues to foster meaningful conversations that celebrate achievements while paving the way for future growth and success.

We conducted masterclasses on performance management, total rewards for managers, and goal-setting for all employees, ensuring alignment with organizational objectives and personal development.

The framework places strong emphasis on individual growth journeys, encouraging employees to take ownership of their personal development through clear goals and continuous feedback. By embedding this approach, we've created a culture of clarity, accountability, and continuous growth, empowering employees to thrive and contribute to our collective success.

My Future Plan integrates both performance and career conversations, ensuring employees receive clear feedback on their contributions while also discussing long-term growth opportunities.

### • Performance Excellence:

- 99% of employees completed year-end performance conversations, with a concerted effort this year to truly differentiate performance
- High performers are being recognized and rewarded more distinctly, reinforcing a meritocratic culture
- Managers and employees have been trained to facilitate meaningful discussions

• **FY26 Priorities:** Strengthen SMART goal setting to align individual aspirations with business objectives. Elevate the quality of performance and career conversations (with tools and training), ensuring they are actionable, fair, and growth oriented

• **Career mobility:** Providing employees with opportunities to grow internally reduces attrition and enhances engagement

### • Key Initiatives:

- **Internal job hires** to retain talent by matching employees with new challenges. (5% internal hires since Oct 2024)
- **Focus on early-career professionals**, offering structured pathways for progression
- **Succession planning** – Identifying and developing successors for critical roles, through IDPs, coaching, stretch assignments and cross-functional moves
- **Sponsoring higher education** for high-potential individuals to build long-term loyalty

### Rewards and recognitions

Syngene was recognized as a finalist in the 'Best Talent Acquisition Team – Corporate sector' category by LinkedIn.

Two of our Kaizen case studies secured Platinum and Silver awards at the 49<sup>th</sup> CII National Kaizen Competition - a testament to our relentless pursuit of excellence and continuous improvement.



### Continuous learning & development

At the forefront of innovation and growth, continuous learning fuels our organization's success. We provide financial assistance for academic development of eligible employees and upskilling opportunities, offering role-specific training that empowers employees to excel and advance. Our dynamic programs are designed to prepare our people for greater challenges, ensuring career progression and a fulfilling work experience.

#### Enhancing managerial and leadership capabilities

Strong leadership is critical to employee retention and organizational success. Our multi-pronged approach ensures leaders at all levels are equipped to inspire, develop, and retain top talent.

##### ASPIRE Program:

- Two cohorts have completed this leadership development initiative, focusing on coaching, emotional intelligence, and performance management
- FY26 focus:** Scale to more than 200 managers, with an emphasis on fostering inclusive leadership and retention skills

##### Senior Leadership Development:

- Top 135 leaders have undergone Hogan assessments to identify strengths and development areas, ensuring data-driven growth
- 100% of assessed leaders have personalized Individual Development Plans (IDPs), with progress tracked quarterly
- New leaders now take the Hogan assessment as part of onboarding, enabling tailored development from day one
- FY26 priorities:** Expand coaching initiatives for leaders and strengthen accountability for IDP progress through regular reviews

### Thrive360 launch, Bengaluru: Kiran Mazumdar-Shaw and Dr. Shyam Bhat draw a full house



## Scientific engagement

Building on our existing science certification program across seven specialized tracks, we are enhancing our technical learning framework by establishing an enterprise-wide **Scientific Skills Development Academy**. This centralized academy will standardize and elevate our upskilling approach, integrating

advanced curricula in emerging research methodologies with hands-on application modules. By providing clear pathways for scientific growth and mastery, this will directly address a key retention driver, the ability to continuously develop scientific skills and advance technical careers within Syngene.

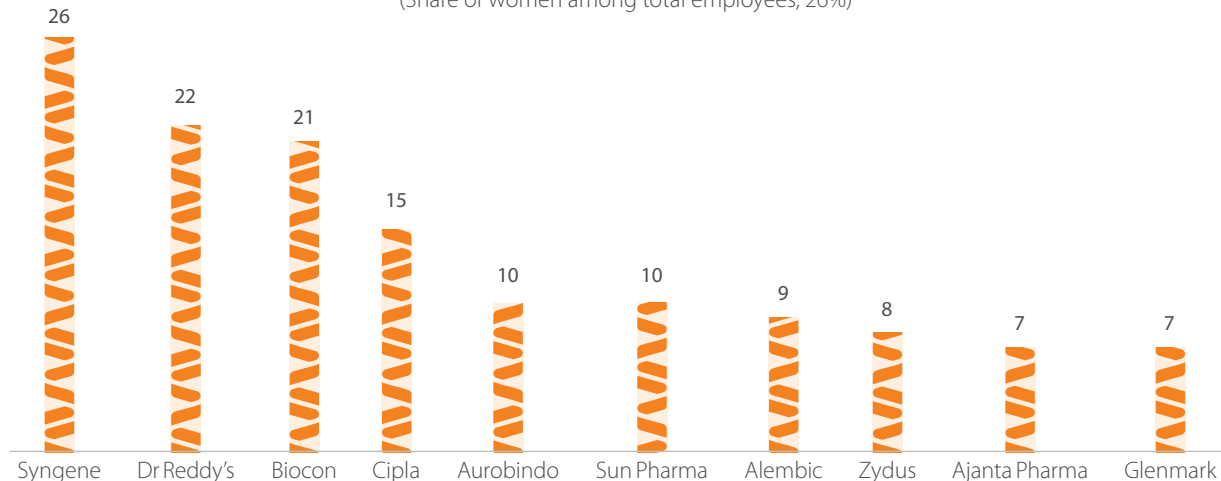
## Shaping a culture of belonging

A strong and well-structured Diversity, Equity, and Inclusion strategy lays the groundwork for making Syngene a fair, reputed and high-performing organization, capable of attracting and retaining top talent. We welcome diverse people from different backgrounds, having varied capabilities and offering a wide range of perspectives.

To ensure that our employees are treated without any disparity and create a safe and level playing field for all, thoughtful policies have been implemented through robust processes and are overseen by responsible committees.

We are proud to be ranked as the **number one** pharma company with the most women employees in the top 10 list by Fortune India magazine, a testament to our commitment to diversity, inclusion and women empowerment.

**Top 10 Pharma Cos with Most Women Employees**  
(Share of women among total employees, 26%)



Source: Rise Of Women Entrepreneurs In India, August 2024



# Corporate Social Responsibility (CSR)



 Synquizitive - inter-school science quiz competition

At Syngene, we drive meaningful change through CSR initiatives in Healthcare, Science Education, Research and Scholarships, and Environmental Sustainability, thus empowering underserved communities in partnership with the Biocon Foundation and the Biocon Academy.

## Healthcare

### Community Health Outreach

#### CHAMPS (Child Health Activists Mentoring and Promoting Health in Society)

CHAMPS empowers government school students (grades 8–9) to screen adults in their communities for hypertension and promote healthy habits. 100 students screened over 1,000 individuals across 17 villages, supporting early detection of non communicable diseases (NCD) and creating awareness.

#### eLAJ Smart Clinics

With 11 clinics in operation, eLAJ improves access to preventive and primary care. The clinics recorded 20,000 new registrations, 43,000 patient visits, 42,000 lab tests, and screened 6,100+ individuals.

#### Tribal Health Center – Devanalli

In partnership with Sahyadri Community Development & Women Empowerment Society (SCODWES), we established an NCD surveillance and outpatient center in Devanalli, serving over 10,000 people across six tribal villages.

### Adolescent health initiative

Over 2,900 higher primary and high school students across 27 schools underwent health screening and received health cards. Screenings found 36% anemic, 34% needing dental care, and 64% underweight. Awareness sessions covered nutrition, menstrual health, and hygiene.

### Integrated NCD Screening

Approximately 3,000 individuals were screened for diabetes, hypertension, and anemia through 58 screening camps conducted across various settings (14 at workplaces, 12 at Primary Healthcare Centers and 32 within communities), including *pourakarmikas*\* and small factories. These camps were organized with support from NGOs and civil society organizations. The screenings identified 4.3% with diabetes, 10.2% with hypertension, and 35.3% with abnormal anemia levels.

Additional screenings included 3,300 ECGs, 2,500 breast exams (4.8% referred), and 5,200 oral cancer checks (26.2% had risk habits).

\*social workers



Child Health Activists Mentoring and Promoting health in Society (CHAMPS)

## Specialist Clinics

Over 4,000 consultations were delivered across NCDs, geriatrics, maternal and child care, ophthalmology, and mental health.

## Mental Health

- The Bengaluru Urban Mental Health Initiative (BUMHI), in partnership with NIMHANS, trained 2,300+ individuals across 26 institutions in self-care and mental well-being.
- **Women's Mental Well-being:** Marginalized women in rural India often lack access to basic mental health check-ups during pregnancy and post-delivery. Syngene's peripartum project,

in partnership with St. John's Research Institute (SJRI), screens peripartum women for mental health conditions. Of the 320 women screened, 19% were diagnosed with depression, anxiety, and other mental health conditions and received psychiatric consultation and counseling.

- **Parihar Initiative:** Supporting the Bengaluru City Police's Parihar program since 2019, Syngene enabled aid for women and children in distress – offering shelter, counseling, legal, and medical support. Of 3,500+ new cases this year, 48.4% were reconciled and 14% amicably resolved. Among 206 child cases, 65% saw successful resolution.

## Impact Assessment

A third-party impact assessment for eLAJ Smart Clinics has been undertaken by the Indian Institute of Management Bangalore (IIMB).

### Objectives

- To understand the organization, characteristics, and functioning of the eLAJ clinics
- To evaluate the impact of the eLAJ interventions on the health outcomes of patients for hypertension and diabetes

### Framework of assessment

Management for Holistic Engagement and Action for Long-Term Health (M-HEALTH) Framework for eLAJ Smart Clinics:

#### System Building Blocks

Service Delivery

Health Workforce

Health Information Systems

Medicines and Diagnostics

Financing

Leadership / Governance

Community Outreach



Quality

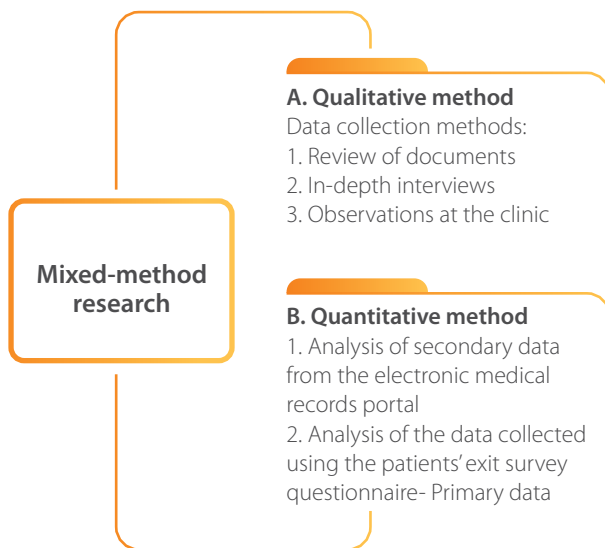
#### OVERALL GOALS / OUTCOMES

Improved health and efficiency (outcomes of NCDs – hypertension and diabetes)

Responsiveness to community health needs

Financial Risk Protection out of pocket expenditures (OOPE) due to NCDs





## Key findings

### 1. Mission Coherence

The eLAJ Smart Clinics, an initiative of Syngene in partnership with the Biocon Foundation, clearly align with their mission to deliver affordable and accessible healthcare to underserved communities. Over 65% of patients are below the poverty line or possess Antyodaya cards, reflecting significant economic need. Educational attainment is limited, with around 44% having studied only up to Class VII–X and 23% lacking formal education. Nearly half of the patients are unemployed. These indicators underscore eLAJ's commitment to reaching populations that face substantial socioeconomic barriers to healthcare access.

### 2. High Quality of Care

eLAJ Smart Clinics ensure high-quality care through standardized SOPs, and annually assessed Quality Policy. Continuity of care is maintained with detailed patient histories and regular follow-ups – 93.1% of patients with hypertension and/or diabetes visit monthly. Medication adherence is high: 87.1% for hypertension, 93.1% for diabetes, and 97.1% for patients with both conditions.

Complication screenings are done biannually through the NCD package, which includes kidney function tests, liver function tests, HbA1c and regular Cardiovascular disease (CVD) risk scoring. The clinics also offer multiple specialist consultations via partnerships with Oxford Medical College and St. Johns Medical college. Notably, 91.2% of patients reported that all the diagnostic tests were conducted at the clinics, free of cost.

### 3. Robust Partnerships

The eLAJ initiative capitalizes on strong partnerships with NGOs, medical colleges, and the Government of Karnataka to reach diverse populations, including school children, factory workers, and migrants. The Biocon Foundation collaborates closely with the village panchayats in Hennagara and Huskur, where the panchayats provide land and buildings for the clinics, fostering local ownership.

Additionally, the Foundation partners with two medical colleges: St. John's Medical College supports the Austintown clinic with medical

officers, specialists, and capacity building for eLAJ staff, while Oxford Medical College provides a medical officer for the Huskur clinic and specialists for both Huskur and Hennagara clinics, enhancing clinical quality and services.

### 4. Proactive community outreach

The eLAJ healthcare workers conduct extensive house-to-house Community-Based Assessment Checklist (CBAC) surveys and NCD screenings using the Epicollect app. In addition, the community outreach team carries out NCD and common cancer screenings at various locations, reaching diverse populations across communities, factories, schools, and even national parks. Between November 2023 and April 2025, 3,227 individuals were screened through household visits.

In the financial year FY25, 58 community outreach camps screened a total of 5,157 people (2,011 males and 3,146 females). Key findings from these screenings include a 26% enrollment in the mHealth app due to widespread tobacco use, 4.8% of women suspected of breast cancer, 10.19% suspected hypertension, 4.34% suspected diabetes, 29.22% overweight, 12.27% obese, and 35.33% suspected anemia. Additionally, ECGs were performed on 1,612 individuals as part of the comprehensive screening process.

### 5. High Standard Clinical Performance

eLAJ's NCD care model demonstrates strong clinical performance, with a majority of patients achieving controlled blood pressure and blood glucose levels. Regular screening for complications likely contributes to early detection and prevention. Among all the NCD patients surveyed, only 5% reported hospitalizations between April 2024 and April 2025, with just 2.6% cases linked to NCD-related complications such as hypertension, diabetes, or cardiovascular conditions – underscoring the effectiveness of eLAJ's proactive and preventive approach to NCD management.

## Recommendations

### 1. Clinic Timings:

Many patients, particularly men, may find it difficult to visit clinics during standard hours due to work or caregiving responsibilities. Exploring early morning or late evening clinic hours could improve access.

### 2. Medicine Procurement:

Consistent availability of medications remains a challenge. Strengthening the supply chain is necessary to ensure uninterrupted treatment.

### 3. Health Information System Integration:

The Electronic Medical Record (EMR) system is not integrated with other data platforms (e.g., Epicollect), and NCD data is only partially digitized. A unified Health Management Information System (HMIS) aligned with Ayushman Bharat Digital Mission (ABDM) standards, including unique patient identifiers, would enhance tracking, continuity of care, and epidemiological research.

Biocon Foundation is already addressing this need by developing a new, comprehensive EMR version that is fully compliant with ABDM guidelines.



## Science Education

### IISc PG Medical School & Hospital

The Indian Institute of Science (IISc) is making a significant leap in its journey by expanding into the field of medicine with the establishment of a postgraduate medical school and an 800-bed, not-for-profit hospital. This landmark initiative aims to integrate clinical and basic sciences with engineering. The upcoming hospital will host comprehensive clinical and surgical departments across multiple super specialties, while leveraging cutting-edge digital technologies and solutions to enhance both healthcare delivery and operational efficiency. As part of this visionary expansion, the Biocon-Syngene General Medicine Wing is slated to open in late 2025, contributing to IISc's mission of fostering excellence in interdisciplinary medical research, education, and service.

### Mobile Science Laboratories

In partnership with Agastya International, Mobile Science Labs bring hands-on science learning to remote schools. The initiative has reached 5,200 students in 47 schools across Anekal and Chikkaballapura, delivering over 112,000 learning hours through 1,700+ sessions.

### Lab-on-a-Bike

This initiative delivers mobile science education to remote areas, sparking curiosity through 670 sessions and 47,600 learning hours for 2,400 students across 23 schools in Medchal-Malkajgiri and Dakshina Kannada.

### Synquizitive Science Quiz

The third edition of Synquizitive engaged students from 200 government schools across three regions. Supported by 350+ Syngene volunteers, the quiz encouraged application-based learning. Winning schools received smart classrooms, with dignitaries present for the felicitation.

### STEM Scholarships & Mentorship

The program run in Hyderabad provides scholarships, mentorship, and industry exposure to women. The second cohort supported 30 women; the third will include 40.



STEM scholarships and mentorship for women

## Research and Scholarships

### SynRISE PhD Assistantship

Syngene Research in Science Excellence (SynRISE) offers PhD assistantships to women in STEM fields. In its first year, Syngene supported three women PhD students from underprivileged backgrounds at the Institute of Bioinformatics and Applied Biotechnology (IBAB).

During FY25, Biocon Academy, in collaboration with Syngene, achieved significant milestones in biotechnology education and industry engagement.

### Training Programs & Academic Achievements

- **Syngene Ramaiah Certificate Program in Sterile Manufacturing:** The second batch of this 16-week intensive course was successfully completed. Twenty candidates received over 30 hours of functional training from Syngene's leaders at their Biopharmaceutical manufacturing facilities. The curriculum emphasized regulatory requirements, manufacturing processes, sterilization, and quality management systems, aiming to equip participants with job-ready skills in sterile manufacturing.
- **Biocon KGI Certificate Program in Biosciences:** The 27<sup>th</sup> batch of this flagship program, partially funded by Syngene, concluded with 30 candidates trained and placed. This 18-week program, in partnership with Keck Graduate Institute, California, combines classroom sessions with hands-on training in areas like biologics process development and manufacturing.
- **Quality Control Analytical (QCA) Program:** A week-long training on advanced analytical instrumentation was conducted at Syngene's Center for Advanced Protein Studies (CAPS) for

20 students of the QCA Batch 6 program. Notably, this batch achieved 100% placement within 2.5 hours during the placement drive, with students securing roles in Quality Control, Analytical R&D, and Product Surveillance departments at companies like Biocon, Syngene, Dr. Reddy's Laboratories and Baxter.

### Industry Engagement & Placements

- **Placement Drives:** Syngene actively participated in Biocon Academy's placement drives across various programs, including Biosciences, Quality Control Analytical, Applied Industrial Microbiology, and Sterile Manufacturing, hiring a total of 14 candidates during the year.
- **TA Leaders Meet:** Syngene's Talent Acquisition team visited Biocon Academy to engage in the "TA Leaders Meet," gaining firsthand experience of the Academy's skill development initiatives and attending an inspiring leadership talk by an industry expert.
- **Board Members' Visit:** Biocon Academy hosted Syngene Board members, who interacted with current students and alumni, discussing ongoing activities and exploring potential future collaborations. The visit underscored the Academy's progress in launching training programs supported by Syngene and highlighted opportunities for deeper investment to elevate Biocon Academy as a leading brand in biotechnology education.

These initiatives reflect the strong collaboration between Biocon Academy and Syngene in driving industry-ready talent through comprehensive training programs, hands-on experiences and active industry engagement.



eLAJ Smart Clinics – Community health outreach

## Environmental Sustainability

### Sustainable Urban Mobility

To ease Bengaluru's traffic and promote green transit, Syngene invested Rs 98 Mn over five years in the Biocon-Hebbagodi Metro Station, part of BMRCL's Yellow Line, opening in 2025.

Additional enhancements include painting 53 pier walls, creating 38, and installing murals inspired by Channapatna art, celebrating everyday heroes – garnering public and media attention.

A new bus stop beneath the station will further strengthen road-rail connectivity.

### Miyawaki Urban Micro-Forest

Syngene's third Miyawaki forest in Pachanady, Mangaluru, covers 21,780 sq. ft. with 1,000 native saplings – reducing pollution, odor, and landslide risks.

### Hebbagodi Lake Rejuvenation

In partnership with Biocon Foundation, Syngene supported the restoration of Hebbagodi Lake through desilting, sludge removal, and sewage diversion, creating a thriving, sustainable wetland.

### Children's Park

A new Children's Park was inaugurated at Bajpe, Dakshina Kannada by MLA Umanath Kotian, benefiting 300+ families displaced by Mangaluru development.



Pier wall painting at the Biocon-Hebbagodi Metro station, Bengaluru

## Employee Volunteering Programs

Around 500 Syngene employees contributed to various social and environmental initiatives.

Initiative	Impact
<b>Eco-Clubs in Schools</b>	Volunteers conducted environmental awareness sessions, quizzes, and donated color-coded bins to five government schools
<b>Urban Afforestation Drive</b>	Employees and students planted saplings at Chikkanagamangala Lake on World Environment Day
<b>World No Tobacco Day Awareness</b>	Sessions held in 14 government schools, educating 700+ students through interactive activities
<b>STEM Mentorship Program</b>	21 Syngene scientists mentored 30 women from the 2 <sup>nd</sup> cohort of the scholarships and industry internships program
<b>Education Support</b>	350+ employees facilitated written qualifier tests in government schools across Bengaluru, Mangaluru, and Hyderabad



ESSENTIAL FUNCTIONS

# Execution Excellence



At Syngene, excellence is a core value that guides everything we do. Driven by a commitment to continuous improvement, we aim to consistently deliver value and delight our customers through strong project management, service delivery, and operational excellence.



## Project Management

At Syngene, project management serves as a critical four-way bridge, connecting external and internal stakeholders with the technical and operational dimensions of a project. Our team of seasoned professionals; equipped with advanced technical expertise, project management certifications, and a customer-centric mindset; leverages our proprietary **SynPro** platform to proactively manage risks and ensure reliable delivery.

## Service Management

Our proprietary platform, **lisyning**, enables us to capture and act on customer feedback. This mechanism helps us gain deeper insights into customer requirements, driving continuous improvement in our services.

## Operational Excellence

Operational excellence is the cornerstone of our commitment to continuous improvement. Over the past five years, we have built a

strong foundation by embedding Safety, Quality, Delivery, Efficiency, Customer Centricity, and Culture into our processes. These initiatives align with our vision of becoming the most trusted and innovative partner for our customers.

The **iConnect** kaizen portal has fostered a culture of continuous improvement and innovation, making the idea management process efficient, transparent, and collaborative. Bolstered by the Kaizen League, we logged 2,600+ kaizen ideas in FY25.

## Capability Development

We continue to drive efficiency and quality improvements through structured Lean and Six Sigma programs, where employees progress from White Belt (introductory level) to Yellow, Green, and Black Belt (advanced expertise). These training courses have empowered employees to identify inefficiencies, implement process enhancements, and drive data-driven decision-making. In FY25, we trained 1,600+ individuals across the company.

1,408

White Belt

121

Yellow Belt

109

Green Belt

33

Black Belt

Further, through Synpro Academy, we continued to expand project management capabilities across the organization training 250+ individuals across various proficiency levels.

197

Basic PM

79

Intermediate PM

8

Advanced PM

## Industry-First: Syngene Earns JUSE-QFCI 5S Certification

Syngene has become the first company globally in the Pharma and Life Sciences industry to achieve the prestigious 5S certification from JUSE and QCFCI underscoring our unwavering commitment to operational excellence, workplace efficiency, and industry-leading standards.

The 5S certification, governed by JUSE – the esteemed body behind the Deming Prize – and represented in India by QCFCI, is a globally recognized standard that evaluates workplace organization, efficiency and safety. 5S stands for Seiri (sort), Seiton (set in order), Seiso (shine), Seiketsu (standardize), and Shitsuke (sustain), a methodology designed to create a world-class organized workplace.

Clinical Development, Analytical Development, Quality Control Biologics, and Biopharmaceutical Development units received QCFCI Level 1 Certificate, whereas Quality Control Biologics and Biopharmaceutical Development units achieved JUSE 5S Certification.

## Awards and Recognitions

Syngene's commitment to Lean Six Sigma methodologies was recognized at the National Six Sigma Competition 2024, organized by the Confederation of Indian Industry (CII). All five of our Lean Six Sigma projects received the Platinum Award, the highest honor, for achieving scores over 75%.

A kaizen initiative on sustainable hazardous waste management through co-processing was presented at the ICQCC-2024 in Colombo, Sri Lanka, where it received the highest honor – the Gold Award.

In FY25, we received 41 external awards and recognitions from national and international platforms for achievements in Lean Six Sigma, Kaizen and Process Innovation, Poka-Yoke (Error-Proofing Techniques), and Operational Excellence. These recognitions highlight our strong focus on continuous improvement, efficiency, and innovation in driving execution excellence.

# Strategic Sourcing



With evolving global dynamics, we continue to deliver faster, strengthen our sourcing ecosystem, diversify supply chain risks, and drive cost competitiveness, all while integrating highest standards of compliance into our procurement framework.

Strategic sourcing is a critical driver of Syngene's growth, enabling a faster, more resilient, and sustainable supply chain. Our focus on localizing suppliers, building global partnerships, and implementing dual sourcing strategies helps manage risk while upholding the highest quality and sustainability standards. We are also strengthening sourcing capabilities in new drug modalities and advancing digitization to boost efficiency and productivity.

Managing a global network of over 2,800 suppliers across 30+ countries, we apply robust category management to ensure seamless delivery and strict compliance across all procurement needs, from chemicals and lab supplies to electronics and capital equipment.

## Enhancing local sourcing through supplier partnerships

In Discovery Services, we advanced local procurement of catalog chemicals by partnering with international suppliers to improve availability in India, leading to faster deliveries and reduced overseas dependence. We also expanded domestic stocking of biology reagents and consumables to ensure seamless supply.

In Development Services, we strengthened our network of Indian Key Starting Material (KSM) suppliers, focusing on niche chemistry expertise. Our tech collaboration framework enables mutual growth through phased scale-up opportunities for GMP-compliant custom synthesis.

A key milestone was the 2024 Annual Supplier Summit, where 48 strategic partners engaged on building a strong local sourcing ecosystem. The event also recognized suppliers who demonstrated

excellence in sustainability, innovation, and operational efficiency under the theme “Local Sourcing, Global Standards.”

## Optimizing Supply Chain Networks for Cost Competitiveness

In Biologics, we are focused on enhancing cost competitiveness and supply assurance by identifying low-cost alternatives and collaborating with global suppliers to drive cost reductions, improve yields, and minimize waste.

## Diversifying Supply Chain Networks

The pharmaceutical industry’s shift toward flexible, diversified supply chains is shaping our sourcing strategy. We offer dual-source options, leverage a strong supplier network across India and global markets, and work with international suppliers to establish local stocking points.

## Strengthening Supplier Partnerships

Hosted 11 supplier talks with key strategic suppliers and Syngene (including scientific teams) focused on new product development and technologies, process improvement opportunities and sustainable practices

Conducted 86 ESG assessments for suppliers, with targeted improvement programs for high-risk suppliers

Launched supplier decarbonization program, and baseline survey on science-based targets (SBTi) with 250 suppliers

Established a dedicated supplier grievance redressal mechanism to enhance governance and strengthen supplier relationships

Conducted safety & quality trainings, audits and assessments for 244 suppliers across supplies and services

Launched ‘Supplier’s corner’ – a dedicated webpage on Syngene’s website for our suppliers

## Supply Chain Digitization

We are advancing end-to-end digitization of the Source-to-Pay (S2P) cycle, with the implementation of supplier portal. Besides acting as a single touchpoint for suppliers, it will improve employee productivity and enhance transparency and compliance in our processes.

Under our digitization plans, we are strengthening master data governance to enhance transparency, efficiency, and decision-making through improved data quality and governance structures.

## Streamlined logistics

Logistics continue to be one of the key enablers, ensuring faster delivery and business continuity amidst global disruptions. To make our inbound and outbound deliveries fast and efficient, Syngene has long-term relationships with global freight forwarders and AEO (Authorized Economic Operator) Tier three accreditation that enables in simplifying the clearance processes.

## Responsible sourcing

Sustainability remains central to Syngene’s sourcing strategy, with several ESG-driven initiatives reinforcing our commitment to responsible sourcing.

Through our internal capability-building program, EcoElevate: Employees’ Chapter, we have trained 126 strategic sourcing employees on responsible sourcing, covering a range of topics from integrating ESG into procurement decisions to Scope 3 decarbonization.

As part of our supplier engagement program, EcoElevate: Suppliers’ Chapter, 220 suppliers, covering 44% of our spend, have been upskilled and assessed on ESG. Low-scoring suppliers received continuous improvement support, leading to an average 111% increase in their ESG scores, shifting them from high risk to low risk. We also launched a decarbonization initiative with 81.6% of our high-

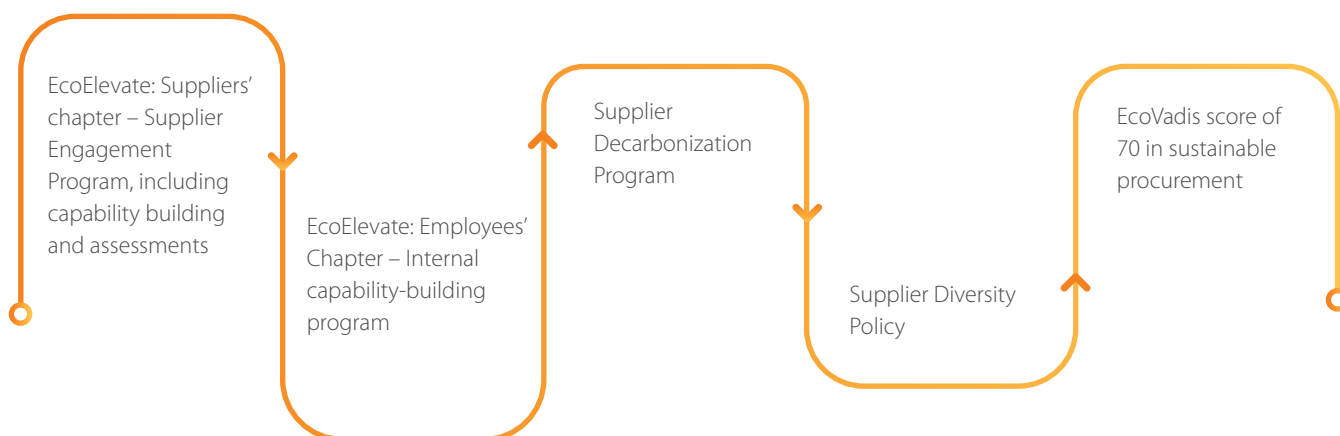
emitting suppliers, aligning with our Scope 3 science-based targets. A baseline survey assessed their current progress and support needs, with 26% already committed to science-based targets. The next phase will focus on equipping suppliers with resources to develop decarbonization strategies.

Reinforcing our commitment to fostering fair opportunities for small and diverse businesses, promoting growth, and building an inclusive supply chain, we formalized our supplier diversity policy. This policy will ensure that more concerted efforts will be made to actively seek

and engage qualified diverse suppliers who meet our standards for quality, performance, and competitiveness.

Our commitment to responsible sourcing is reinforced by two key validations. First, Syngene reissued its verification statement for ISO 20400, the global standard for sustainable procurement, demonstrating progress across all parameters. Second, our EcoVadis rating in sustainable procurement improved to 70, reflecting our continued advancements in this area.

## Fostering a Sustainable Supply Chain





### Rewards and recognition

- Syngene ranked second in the 'Pharma Supply Chain Champion' awards (mid-sized pharma and API firms) at the Integrated Supply Chain Management (ISCM) Supply Chain Rankings 2025, recognized for leadership in technology adoption, sustainability, diversity, planning efficiency, and risk management.
- Syngene's case study, Building Resilience with Strategic Sourcing in Pharmaceutical Supply Chains, was selected among the top 50 by the Sustainable Procurement Pledge (SPP) ([https://spp.earth/wp-content/uploads/2025/05/The-Beyond-The-Guide-Deedive\\_FINAL.pdf](https://spp.earth/wp-content/uploads/2025/05/The-Beyond-The-Guide-Deedive_FINAL.pdf)), reinforcing our leadership in supplier engagement and sustainable procurement.
- Syngene earned 'Supplier Partner' membership with the Pharmaceutical Supply Chain Initiative (PSCI), reflecting our commitment to responsible sourcing and positioning us among the top-tier partners for our customers.

## ISCM Supply Chain Ranking 2025

**No. 2** Pharma Supply  
Chain Champion  
Mid Firms

### Syngene International Ltd.

Syngene International Ltd. exemplifies supply chain leadership through procurement efficiency, strategic planning, and agility. Managing over 2,800 suppliers across 30+ countries, Syngene ensures timely deliveries and strict adherence to quality and regulatory standards. The company emphasizes dual sourcing, with over 60% of RFPs since 2023 offering clients diversified supply options, enhancing resilience amid geopolitical challenges. Strategic investments in local supply ecosystems and robust global supplier relationships further strengthen supply assurance. Syngene's niche sourcing skills adeptly navigate complex supply chains, while proactive partnerships uphold high standards of business ethics and environmental management, fostering a sustainable and agile supply chain.

*Rakesh Singh*

Dr. Rakesh Singh, Chairman



# Quality Management



At Syngene, quality drives efficiency, innovation and competitive advantage. Our proactive approach combines robust systems, advanced technology, and a culture of excellence to ensure precision in every process.

At Syngene, quality goes beyond procedures and is a company-wide commitment to best practices and regulatory compliance. Our Right First Time philosophy minimizes errors, ensuring product safety and efficacy. We invest in continuous skill development and training to keep our workforce aligned with global standards and emerging industry trends.

## Digital advancements in quality

Syngene's digital transformation in Quality includes key initiatives such as LIMS upgrades for paperless operations, and RealWear devices for remote audits in Small molecule QC laboratory. The Scientific Data Management System (SDMS) integrates laboratory instruments for seamless data analysis, while predictive analytics optimize GMP QC scheduling in Biologics QC laboratory.

Electronic logbooks and TrackWise improve traceability, and digitalization at Syngene Unit-III (SU3) enhances quality management with systems like SAP, LIMS, and eLN.

## Facility expansion and technological advancements

We expanded our infrastructure to meet growing operational needs, commissioning new In-process quality control (IPQC) and microbiology labs at SU3 and starting environmental monitoring.

The SU3 drug substance facility was repurposed and requalified. At our Mangaluru facility, the OEB IV-compliant equipment was installed for potent product handling.

In Biologics QC laboratory, we also integrated advanced analytical technologies like SEC-MALS, Spectramax i3x, iCE, and CE systems.

## Driving Cost Efficiency and Operational Improvements

Through continuous improvement, we implemented two Green Belt projects, achieving improved audit scores, and Right First Time.

82,271

Quality training hours in FY25

## Regulatory Audits and Compliance

In FY25, Syngene underwent an unprecedented 111 audits, including client and regulatory inspections.

Category	Regulatory Authority	Outcome	Scope
GLP Audits	National GLP Monitoring Authority (NGCMA)	Positive	GLP certification surveillance audit (Safety Assessment, VTF & LM Bioanalytical)
	National Accreditation Board for Testing and Calibration Laboratories (NABL)	Positive	ISO/IEC/17025:2017 certification (Safety Assessment)
GCP Audits	ANVISA (Brazilian Health Regulatory Agency)	Positive	Surveillance inspection of four studies (Bioequivalence / Phase 1 facilities of Clinical Development)
Small Molecule & Biologics Audits	USFDA	Positive	Pre-authorization inspection for biologic drug substance; GMP inspection for commercialized small molecule drug substance, drug product, and stability studies
	European Medicines Agency (EMA) (Federal Agency for Medicines and Health Products (FAMHP) & VMD)	Positive	Pre-authorization inspection for biologic drug substance
	Health Canada	Positive	GMP inspection for biologic drug substance, small molecule drug substance, small molecule drug product, and stability studies
Other Regulatory Milestones	The Central Drugs Standard Control Organization (CDSCO) (India)	Approved	Approval of Biologics Laboratory and Raw Material laboratory for in-house testing

# Information Technology



In FY25, Syngene focused on enhancing its digital and IT capabilities through strategic initiatives aimed at driving innovation and operational excellence. The IT strategy is closely aligned with organizational priorities, emphasizing investments in automation and digitization to improve scientific and enterprise functions.



## Accelerating Digital Transformation at Syngene

Syngene has developed a comprehensive 1-3-5 year roadmap to future-proof operations and build next-generation digital capabilities, with an emphasis on AI adoption across the organization. This includes piloting high-impact use cases in critical areas to enhance efficiency and effectiveness.

### Project VEGA: Driving Enterprise-Wide Transformation

A key initiative, Project VEGA, aims to automate and integrate core business processes, enhancing Syngene's digital presence and customer engagement. By integrating various systems such as SAP and Salesforce, VEGA minimizes manual effort and optimizes workflows, fostering a customer-centric approach. The first phase of VEGA has delivered significant value, including the adoption of Material Requirements Planning (MRP) for demand forecasting, resulting in savings of Rs 10 Cr and a reduction of 60 days in Days of Inventory Outstanding (DIO).

Additional modules under VEGA include a fully integrated Contract Lifecycle Management (CLM) solution that streamlines workflows and improves compliance. The d-VEGA module is also in implementation, aimed at digitizing the lead-to-opportunity process, while an RFP authoring solution is expected to enhance proposal management by 15-20%.

Phase 2 of VEGA involves establishing a Data Management Office (DMO) to ensure data accuracy and integrity across the enterprise, supporting a transition to SAP S/4HANA and SAP Ariba laying the foundation for a modern digital core.

### Strengthening Scientific Operations

In Clinical Development, we upgraded our LIMS with modules for tracking, inventory, HL7 integration, a client portal, kit building, and project management to enhance data management and regulatory compliance. The ELN for Bio Analytical Laboratory was enhanced to boost scientist productivity.

In Discovery Services, a real-time Inventory Dashboard improved forecasting and reduced stockouts, while Syn-eMAP streamlined DMPK client workflows from order tracking to analytics. SARchitect enabled Synthetic Chemistry clients to track projects and collaborate seamlessly. These initiatives enhanced client experience and efficiency.

The migration to a Cloud-based ELN platform for Discovery services aims to automate workflows, eliminate errors, and improve execution quality, replacing the current ELN reaching end-of-life by 2027.

### Enhancing Manufacturing and Compliance

The Biologics and Chemical Development divisions adopted Electronic Batch Manufacturing Records (eBMR) to improve data integrity and compliance. AI-driven predictive maintenance and IT-OT integration have been introduced to enhance manufacturing

efficiency. Furthermore, Syngene has achieved approximately 90% digitization of its Quality processes, including the implementation of an Electronic Quality Management System (Trackwise) and a LIMS.

In FY25, a technology refresh for the Quality Management System (QMS) was completed, and a pilot project for a Planning and Scheduling Tool was successfully executed to improve Quality Control operations.

### Enabling AI-Powered Productivity

Syngene is embracing a "fail fast" approach to AI and GenAI, launching small-scale pilots to quickly test feasibility, assess early outcomes, and pivot if needed. Successful pilots are refined and scaled in phases to ensure smooth adoption and impact. In FY25, key pilots included AI-enabled predictive maintenance and automated validation protocols.

To boost productivity, Syngene rolled out Microsoft Copilot, embedding GenAI into daily workflows. This empowers employees to automate tasks, create content, and make faster decisions. Leadership enablement programs have supported adoption, fostering a culture of innovation and digital fluency.

### Fortifying Infrastructure and Information Security

Syngene advanced its IT and cybersecurity landscape in FY25 with a One-Click Disaster Recovery system, achieving a 30-minute Recovery Point Objective (RPO) and a four to six hours Recovery Time Objective (RTO) with minimal manual input – ensuring faster, more reliable system recovery.

The launch of the Advanced Cyber Defence Center (CDC), in partnership with Deloitte, integrated AI and automation to enhance threat detection and vulnerability management. This hybrid model has significantly improved response times to threats like ransomware and insider risks.

Further reinforcing security, the Information Security Working Group (ISWG) led initiatives in awareness, policy, and risk management, culminating in Syngene earning ISO 27001:2022 certification for its robust data protection framework.

### Looking Ahead

Collectively, these initiatives represent a significant milestone in Syngene's digital transformation journey. From automating core processes and enhancing data integrity to adopting AI-powered tools that augment decision-making and productivity, we are laying the foundation for a digitally-enabled enterprise. These efforts are not only enhancing our current capabilities but are also positioning us to adapt quickly to emerging challenges and opportunities. As a result, Syngene is evolving into a future-ready organization – resilient in the face of change, agile in its execution, and committed to continuous innovation that supports long-term growth and value creation.

# Environment, Health, Safety and Sustainability



We take our responsibility to people and the planet seriously. By using resources wisely and raising operational standards, we're building a safer, more sustainable, and efficient future for all.

## Environmental Responsibility

In celebration of World Environment Day 2024, employees planted 1,000 saplings across our Bengaluru, Hyderabad, and Mangaluru campuses, contributing to land restoration, drought resilience, and biodiversity conservation. Syngene in collaboration with the forest department, Govt. of Karnataka has developed one hectare (2.47 acres) of barren forest into a green cover in Bhoothanahalli forest range of Anekal Taluk, Bengaluru. This tree plantation initiative supports biodiversity and carbon sequestration in the neighbouring community.

As part of our commitment to reducing environmental impact, we are transitioning to recycled paper across our Bengaluru and Hyderabad campuses, significantly cutting down on virgin paper usage. Notably,

our Hyderabad campus has fully shifted to using 100% recycled A4 paper for all printing and copying needs since Feb 2025. This paper is certified by the Forest Stewardship Council (FSC), an international non-profit organization that promotes responsible management of the world's forests. FSC certification ensures that the recycled paper meets strict environmental and social standards and is made from 100% post-consumer recycled fiber and supports responsible waste management. We will continue to monitor and quantify the resource savings and reduction in carbon emissions as the transition expands to other identified processes. To promote eco-friendly practices, we introduced plantable notebooks, pens, and pencils that grow into plants after use, thus encouraging sustainable habits and making sustainability a part of everyday work life.

## Water Conservation

Our water conservation efforts focus on efficiency, innovation, and long-term sustainability. We implemented initiatives across campuses to reduce freshwater use, enhance reuse, and improve storage capacity.

At our Bengaluru sites, we introduced waterless urinals, aerated taps, and flow restrictors. Recycled and RO reject water now replace freshwater in restrooms, scrubbers, cooling towers, and icemakers. At Biocon Park, all blocks use recycled water for flushing, while

AHU condensate and treated sewage are used for flushing and gardening, respectively.

At Bengaluru and Mangaluru, rainwater harvesting systems collected over 11,433 KL as of March 2025. Bengaluru also commissioned a 2,600 KL storage tank, increasing backup from 2 to 9 days. A comprehensive water audit was conducted at Bengaluru, with recommendations feeding into the FY26 plan.

# 64%

of total water use is from reused, recycled or harvested sources

# 73%

of the water used at Bengaluru comes from recycled water

# 67 KLD

of water saved at Bengaluru, reducing daily use from 323 KLD (FY24) to 256 KLD (FY25)



Recycle water pumping station at Biocon Park, Bengaluru



## Energy Efficiency

We have embedded energy efficiency into daily operations to support sustainable growth and operational excellence. In FY25, twenty three energy conservation projects were implemented across units, focusing on equipment upgrades, automation, and facility optimization.

These efforts, combined with a strong shift to renewable energy, resulted in 92% of Syngene's total power coming from green sources. At our Bengaluru campus, this reached 96%, highlighting our leadership in clean energy. We're on track to achieve 96% green energy usage across all sites by FY28.

92%

total power from renewable sources

96%

green energy at Bengaluru

17.82 lac kWh

saved through energy conservation



Cooling tower infrastructure at Biocon Park, Bengaluru

## Waste Management

We transitioned to a digital waste declaration system phase-wise replacing manual declarations across all Syngene campuses.

In FY25, 95.47% of hazardous and non-hazardous waste was recycled or co-processed through waste-to-energy initiative. This waste was repurposed as alternative fuel for cement industries, advancing our zero waste-to-landfill goal at Syngene operational control sites.

Employees supported a food waste reduction campaign by pledging to minimize waste at home and work.

95.47%

of hazardous and non-hazardous waste recycled



Waste segregation system at Biocon Park, Bengaluru



## Health and Safety

- In FY25, EHSS training programs were conducted across all campuses, covering chemical handling, fire safety, emergency preparedness, ergonomics, waste management, and PPE use. Safety awareness was reinforced through workshops, drills, and interactive sessions during National Fire Service and Road Safety Weeks.
- At our Bengaluru campus, fire safety was strengthened with a foam flooding system in two buildings accommodating water reactive waste and solvent storage yards.
- Smart upgrades like electromagnetic sensors and emergency lights in hoists, and a real-time AHU & Scrubber Monitoring System, enhanced safety, compliance, and air quality.
- At Hyderabad, Earth Rite systems were introduced for solvent handling, eliminating ignition risks in hazardous areas.
- 0 LTIFR (Lost Time Injury Frequency Rate)
- 0.05 TRCFR (Total Recordable Case Frequency Rate)



# 36,737.05

Man-hours of EHSS training by qualified trainer

## Client Engagement

- Successfully completed multiple client EHSS audits with positive feedback, reaffirming our compliance with global safety and environmental standards.

## Risk Mitigation Initiatives

- Implemented top-tier EHSS risk mitigation strategies, like enhanced process safety management.
- Provision of safe pass which is an emergency headcount system for all personnel working inside Syngene premises
- Strengthened emergency preparedness and response protocols

## Rewards and Recognitions

### Corporate

- Won Best Energy Efficient Case Study (Large Sector) at the 8<sup>th</sup> National Energy Efficiency Circle Competition 2024 for a zero-investment power-saving project.
- Received Excellent Award from QCFC at NCQC 2024 for Best Energy Savings Kaizen.
- Syngene was honored with the prestigious CII Silver Award for excellence in Environment, Health, and Safety practices, recognizing our commitment to operational excellence and sustainable practices.

### Hyderabad

- Won CII EHSS Excellence Gold Award and a Special Award for EHS Innovation.

### Mangaluru

- Received Gold Award at ICQCC-2024 for a sustainable hazardous waste co-processing project.
- Secured 2<sup>nd</sup> place at the 53<sup>rd</sup> National Safety Day (Mysuru Region), Karnataka, India recognizing proactive safety practices.

## Board of Directors



**Standing from left to right:**

Sharmila Abhay Karve, Kush Parmar, Peter Bains, Kiran Mazumdar-Shaw, Catherine Rosenberg

**Sitting from left to right:** Manja Boerman, Vijay Kuchroo, Vinita Bali, Nilanjan Roy

### 1 Kiran Mazumdar-Shaw Non-Executive Chairperson

Kiran Mazumdar-Shaw is a first-generation entrepreneur who has pioneered a powerful 'affordable innovation' model to drive down the cost of essential, life-saving therapies, ensuring equitable access for patients worldwide and tackling global health disparities. She is the founder of the Biocon Group, which has put India on the global biopharmaceuticals map. As a well-recognized woman in science, her name is today synonymous with the Indian biotechnology industry and the success that women entrepreneurs can achieve in the country.

Her visionary journey has earned her several coveted titles and awards, both national and international, including India's top civilian awards, Padma Shri (1989) and Padma Bhushan (2005), as well as, the highest French distinction, Knight of the Legion of Honour (2016), Australia's Highest Civilian Honour the Order of Australia (2020) and EY World Entrepreneur of the Year (2020).

A well-regarded global influencer, she has been named among TIME magazine's '100 Most Influential People in the World'.

She serves on the Boards of Syngene International Limited, Narayana Hrudayalaya Limited, Trent Limited and PureTech Health Plc. She is a member of the Indian National Science Academy and the Court of Regents at the Royal College of Surgeons of Edinburgh. She is among India's leading philanthropists who has devoted much of her personal wealth to create a more equitable world. Mazumdar-Shaw holds a Bachelor's degree in Science (Zoology Hons.) from Bangalore University and a Post-Graduate Diploma in Malting and Brewing from the Ballarat Institute of Advanced Education, Melbourne, Australia. She has been awarded with several honorary degrees from Ballarat (2004), University of Abertay (2007), University of Glasgow (2008), Heriot-Watt University (2008), National University of Ireland (2012) and Trinity College, Dublin (2012) for her pre-eminent contributions in the field of biotechnology.

### 2 Peter Bains Managing Director and CEO

Peter Bains has over three decades of experience in the pharmaceutical and biotechnology sectors. At Syngene, he is responsible for strategy and execution, steering the investment decisions, leading the executive team and the Company's business operations.

Peter has extensive global experience in strategic and operational leadership including at the Board, CEO and Senior Corporate Leadership levels. He has an extensive track record of success in building companies, businesses, teams, and brands. His experience in biopharmaceuticals straddles business and technology segments (biotechnology, vaccines, branded generics, life sciences, CRO) and geographies encompassing both advanced and emerging markets.

Peter served as CEO of Sosei Group (now Nxera Pharma), a Japanese listed biopharmaceutical company. Prior to this, Peter worked with GlaxoSmithKline over a period of 23 years, where he held several roles including Head of Global Marketing and Senior Vice President of commercial development for GSK's international regions.

Peter also served as CEO and on the Board of Syngene for almost six years starting 2010 and led the company to its successful public listing in 2015.

Peter holds a bachelor's degree in science (combined honors in Zoology and Physiology) from the University of Sheffield, UK.

### 3 Catherine Rosenberg Non-Executive Director

Catherine Rosenberg is the University Research Chair and a professor in electrical and computer engineering at the University of Waterloo, Canada. She is a Fellow of the Institute of Electrical and Electronics Engineers and of the Canadian Academy of Engineering. Her expertise is in IT and energy systems.

At Syngene, she is Chairperson of the Corporate Social Responsibility Committee, and a member of the Nomination & Remuneration Committee, the Stakeholders Relationship & ESG Committee and the Science & Technology Committee.

### 4 Manja Boerman Independent Director

Manja Boerman is a distinguished leader in the biopharmaceutical industry with a deep specialization in protein, cell and gene therapy. With over 20 years of experience, she has played pivotal roles in numerous companies, significantly impacting the development and commercialization of advanced therapies. Manja's career highlights include her tenure as President of Catalent Protein, Cell and Gene Therapy, Aesica Pharmaceuticals, Patheon Biologics, and DSM Biologics, as well as her leadership as CEO of Kiadis Pharma and Regenesance. She is currently the CEO of Prothya Biosolutions (a blood plasma product company).

Manja holds a PhD in Biochemistry from the State University of New York, reflecting her strong academic background in life sciences. She began her career at DSM, where she held various positions in business development, licensing, and technology within DSM Biologics. Throughout her career, Manja has been recognized for her expertise in clinical operations, strategic planning, and business development. She has contributed to numerous scientific publications and has been a prominent speaker at industry conferences. Her ability to drive growth and foster innovation has earned her a respected reputation in the biotechnology sector, particularly in start-up environments and global late-stage clinical development for cell therapy products.

At Syngene, she is a member of the Risk Management Committee, Science and Technology Committee and the Stakeholders Relationship & ESG Committee.

### 5 Vijay Kuchroo Independent Director

Vijay Kuchroo has a doctorate in Pathology from the University of Queensland, Australia. He is also the Samuel L. Wasserstrom Professor of Neurology at the Harvard Medical School, Senior Scientist at the Brigham and Women's Hospital and Institute Member at the Broad Institute of MIT and Harvard, all in the United States. Kuchroo has won many awards for the discovery of TIM-3 'checkpoint' molecules for cancer immunotherapy and Th17 cells in the induction of autoimmunity. Kuchroo holds over 50 patents and has published over 400 research papers in immunology. He is a member of the scientific advisory boards of leading pharmaceutical companies, including Pfizer, Novartis, Sanofi and GSK. He has founded eight biotech companies, including CoStim Pharmaceuticals and Tempero Pharmaceuticals. At Syngene, Vijay is the Chairman of the Science & Technology Committee and a member of the Nomination & Remuneration Committee and the Corporate Social Responsibility Committee.

### 6 Vinita Bali Lead Independent Director

Vinita Bali is a global business leader with extensive experience in leading and transforming large companies both in India and overseas. She served as Chief Executive Officer & MD of Britannia Industries Ltd., from 2005 to 2014. Prior to that, she worked for The Coca-Cola Company and Cadbury Schweppes Plc in a variety of Marketing, General Management and Chief Executive roles in the UK, Nigeria, South Africa, U.S. and Chile. At present, she is a Non-Executive Director on the global boards of SATS Ltd and Cognizant Technology Solutions, and in India, serves on the board of Bajaj Auto Limited and chairs the Cognizant Foundation. At Syngene, she is the Chairperson of the Nomination & Remuneration Committee and a member of the Audit and Corporate Social Responsibility Committees.

### 7 Kush Parmar Independent Director

Kush Parmar holds an MD from Harvard Medical School, a Ph.D. in experimental pathology from Harvard University and a BA in molecular biology and medieval studies from Princeton University. Currently, he is a Managing Partner at SAM Ventures, a life sciences venture capital firm headquartered in San Francisco. Parmar serves on the Advisory Boards of Harvard Medical School, Penn Medicine, Princeton University's Department of Molecular Biology, and the Grace Science Foundation. At Princeton University, Kush worked on developmental genetics with Nobel Laureate Eric F. Wieschaus.

He also serves on the Boards of Ensoma, Entrada Therapeutics, GlycoEra, and Precede. At Syngene, he is a member of the Risk Management Committee and the Science & Technology Committee.

### 8 Nilanjan Roy Independent Director

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

Nilanjan's broad expertise includes traditional finance functions such as treasury, mergers and acquisitions, investor relations, taxation, financial accounting, and reporting. Beyond this, his experience covers corporate governance, ESG and risk management. He has industry sector experience in information technology, telecommunications and consumer products. Nilanjan holds a Bachelor of Commerce (Hons.) degree from Delhi University and is a Chartered Accountant.

At present, he is on the Board of Encora Inc, U.S.. In India, Nilanjan is an Independent Director on the Board of Syngene, and at Syngene, he chairs the Risk Management Committee and is a member of the Audit Committee and the Stakeholders Relationship Committee.

### 9 Sharmila Abhay Karve Independent Director

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



## Executive Committee

### Standing from left to right:

Pramuch Goel, Alex Del Priore, Peter Bains, Caroline Hempstead, Deepak Jain

### Sitting from left to right: Kenneth Barr, Jayashree Aiyar, Andrew Webster, Alok Mehrotra

### 1 Peter Bains Managing Director and CEO

Peter Bains has over three decades of experience in the pharmaceutical and biotechnology sectors. At Syngene, he is responsible for strategy and execution, steering the investment decisions, leading the executive team and the Company's business operations.

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Peter also served as CEO and on the Board of Syngene for almost six years starting 2010 and led the company to its successful public listing in 2015.

Peter holds a bachelor's degree in science (combined honors in Zoology and Physiology) from the University of Sheffield, UK.

### 2 Deepak Jain Chief Financial Officer

Deepak Jain currently oversees Finance, Supply Chain, IT Legal, and Secretarial functions, while playing a pivotal role in shaping corporate strategy, enhancing profitability, identifying growth opportunities, improving cash flows, and driving overall organizational development.

Previously, Deepak served as the Chief Financial Officer (CFO) at Ather Energy, where he was instrumental in driving the company's substantial revenue growth over a four-year period. Prior to that, he held the position of India CFO at First Advantage and Apple, where he was part of the core team that led Apple's strategic expansion in the Indian market. His earlier career includes



leadership roles at Procter & Gamble, and he began his professional journey at Ernst & Young India.

With over 25 years of experience, Deepak has successfully led multi-location operations and managed transactional revenue streams across diverse industries. He brings deep expertise in business transformation, process optimization, distribution modeling, sales finance, tax compliance, and financial control across varied geographies and organizational structures.

Deepak is a Chartered Accountant and holds a Bachelor of Commerce degree from Calcutta University.

### 3 **Andrew Webster** Chief Human Resources Officer

Andrew Webster holds a Higher National Diploma in Business Studies from Blackburn College of Technology, UK, and a professional qualification from the Institute of Personnel Management awarded by Salford Technical College, UK. His experience in the Human Resources function includes management of mergers and acquisitions; driving culture change; building a leadership and talent pipeline; and delivering a diversity agenda. Webster joined Syngene in December 2022 from management consultancy, Teneo, Hong Kong. Prior to joining Teneo, he was Chief Human Resources Officer for global retail group, DFS and held HR leadership roles at global biopharmaceutical company, AstraZeneca PLC. He started his career as an HR professional in the UK retail groups House of Fraser and Marks and Spencer PLC. Webster is a member of the Executive Committee where he leads on talent management strategy and building employee value proposition, in addition to steering all Human Resources operations.

### 4 **Alok Mehrotra** Chief Quality Officer

Alok Mehrotra holds an M. Tech in Chemical Technology (Food Technology) from Harcourt Butler Technological Institute. He has over 25 years of experience in Manufacturing Operations, Quality Assurance, Sustainability/EHS and Production and Supplier Technical Assurance across various industries. Over the years, he has worked with leading corporates including Godrej Pillsbury, Pepsi Foods India Limited and Reckitt Benckiser. At Dr Reddy's Laboratories, he established the Global Quality Management System and was also responsible for the quality oversight of all external suppliers worldwide. Prior to joining Syngene, he was Head of Operations Excellence, EHS and Sustainability at Dr Reddy's Laboratories. As Syngene's Chief Quality Officer,

he is a member of the Executive Committee and leads the Quality function with responsibility for maintaining standards in quality and compliance.

### 5 **Kenneth Barr** Senior Vice President – Research Services

Kenneth Barr completed his Ph.D. in Synthetic Organic/ Organometallic Chemistry under the direction of Professor Stephen Buchwald at the Massachusetts Institute of Technology and pursued his postdoctoral study in natural product synthesis under the direction of Professor Steven Martin at the University of Texas at Austin. He has greater than three decades of experience in drug discovery and has been associated with organizations including Abbott Labs, Merck Sharp and Dohme, Amplyx Pharmaceuticals, and Sunesis Pharmaceuticals. Prior to joining Syngene, he was the Head of R&D Strategic Global Operations at FORMA Therapeutics, where he was responsible for driving research effectiveness and providing alliance management for key pharma and CRO relationships. As a member of the Executive Committee, he is responsible for the strategy and operations of the Research Services Division.

### 6 **Alex Del Priore** Senior Vice President - Manufacturing

Alex Del Priore holds a BSc in Chemical Engineering from the University of South Carolina and completed his MBA from Vanderbilt University, both in the United States. He has three decades of experience in developing, commercializing and life cycle management of products in various life science industries. Prior to joining Syngene, he was Vice President Operations and Health Chief Operating Officer at Johnson Matthey in the UK where his remit included M&A activity, strategy development and new product introduction. As a member of the Executive Committee, he leads the Manufacturing Services Division. In this role, he leads both the development, clinical and commercial manufacturing of Syngene's biologics business and the commercial manufacturing of API/ Advance Intermediates in Mangaluru, India.

### 7 **Caroline Hempstead** Head of Customer Centricity and Special Projects

Caroline Hempstead has a degree in French studies from Manchester University, UK. Her career spans more than 35 years in multinationals in sectors ranging from retail and financial

services to oil & gas and pharmaceuticals. She joined Syngene in 2019 as Head of Corporate Affairs. Prior to joining Syngene, she held similar roles at AstraZeneca plc and LafargeHolcim (now Holcim), preceded by leadership roles in corporate communications at Royal Dutch Shell, Inchcape plc and the London Stock Exchange. As a member of the Executive Committee and the ESG Council, her responsibilities include responsibility for Commercial Operations and embedding a deep focus on customer-centricity across the company.

### 8 **Pramuch Goel** Head of Corporate Affairs

Pramuch Goel has completed the Global Program for Management Development from the Ross School of Business at the University of Michigan. He holds an MBA from the Birla Institute of Management Technology, New Delhi, and an English (Hons) degree from the University of Delhi. He also possesses certifications in digital marketing and a PGDM in public relations. Pramuch joined Syngene in August 2024 from the Mahindra Group, where he served as vice president and head of group communications. Prior to Mahindra, he has held positions at companies including Samsung India, Cisco Systems, IBM India, and Quark Inc. As a member of the Executive Committee and the ESG Council, his responsibilities encompass Corporate Communications, Government Relations & Public Affairs, and Environment, Social, and Governance (ESG) activities.

### 9 **Jayashree Aiyar** Chief Scientific Officer

Jayashree Aiyar obtained a PhD in Immunology from the All India Institute of Medical Sciences, New Delhi and did her post-doctoral research at the California Institute of Technology and the University of California, Irvine. She has over 30 years of experience as a molecular pharmacologist and has led drug discovery programs in global organizations in the U.S. like AstraZeneca, Merck, Ambrx and Theravance. Jayashree has more than 30 peer-reviewed publications and book chapters to her credit and two issued patents.

Jayashree joined Syngene in 2016 as VP and head of Discovery Biology which has grown significantly under her leadership. In her role as Chief Scientific Officer, Jayashree plays a pivotal role in driving our scientific strategy and innovation in R&D, as well as strengthen academic and industry collaborations, ensuring that Syngene continues to lead with cutting-edge solutions for our clients.

# Corporate Information

## Syngene Secretarial Function

investor@syngeneintl.com

## Registered Office

Syngene International Limited  
Biocon SEZ, Biocon Park, Plot No. 2 & 3  
Bommasandra Industrial Area,  
IV Phase Jigani Link Road  
Bengaluru - 560 099, Karnataka, India  
Tel: (+91 80) 6891 9191  
E-mail: investor@syngeneintl.com  
Website: www.syngeneintl.com

Corporate Identity Number (CIN):  
L85110KA1993PLC014937

## Statutory Auditors

### B S R & Co. LLP

Chartered Accountants  
Embassy Golf Links Business  
Park, Pebble Beach, B Block  
3<sup>rd</sup> Floor, No. 13/2  
Off Intermediate Ring Road  
Bengaluru - 560 071  
Tel: +91 80 4682 3000  
Fax: +91 80 4682 3999

## Registrar and Share Transfer Agents

### KFin Technologies Limited

(Unit: Syngene International Limited)  
Plot No. 31 & 32, Selenium Tower - B,  
Gachibowli, Financial District,  
Nanakramguda,  
Serilingampally Mandal,  
Hyderabad - 500032, Telangana India  
E-mail: einward.ris@kfintech.com

## Secretarial Auditors

### V. Sreedharan & Associates

Company Secretaries  
Plot No. 293, #201, 2<sup>nd</sup> Floor  
10<sup>th</sup> Main Road  
3<sup>rd</sup> Block, Jayanagar,  
Bengaluru - 560 011, Karnataka, India

## CASE STUDY 1

# Syngene partners with a client for Global Economy Decarbonization



Group : Performance & Specialty Materials (PSM)

## Introduction

Renewable energy sources are powerful energy alternatives that can tackle climate change challenges and fossil fuel depletion. The Performance & Specialty Materials (PSM) team at Syngene aimed to develop innovative materials for a customer advancing in clean energy solutions such as green hydrogen. This project contributes to global decarbonization efforts by addressing the challenges in developing the required functional material.

## Customer's challenge

The client sought to enhance their existing portfolio by transforming a specialty material into ionic material for clean energy applications. However, initial research resulted in membranes or products with very low stability, preventing them from meeting performance benchmarks.

## Syngene's solution

Syngene collaborated with the client to design and develop ionic materials. The team identified key stability issues and leveraged their expertise in functional material science to create an innovative solution.

## Methodology employed

The approach involved designing a functional spacer to mitigate the stability challenges. Further, focused research efforts were dedicated to converting this material into prototype films or membranes with different degrees of functionalization for performance screening at the customer testing center.

Syngene's expertise in scaling high-performing prototypes allowed large-scale batch production. This resulted in the successful conversion of the product into multi-feet film rolls (up to 300 meters) of membrane.

## Key Outcomes and Achievements

- **Superior Performance:** The ionic materials exhibited four times better stability and performance than market benchmarks.
- **Scalability:** Developed and delivered 300-meter-long membrane rolls, a first-of-its-kind achievement in this application domain.
- **Market Impact:** The client is now positioned to launch these materials for megawatt-scale clean energy production, marking a significant milestone in decarbonization technology.

The clean energy generated using these materials aligns with sustainability goals and positively impacts environmental health, ultimately contributing to human well-being. Syngene's advanced capabilities and domain expertise in developing functional materials achieved this desired outcome.

## CASE STUDY 2

## Enhancing Patient Compliance: Developing an Extended-Release Anti-Epileptic Drug



### Group : Pharmaceutical Development

The current immediate-release (IR) tablet formulation for epilepsy<sup>1</sup>, available in Europe, requires multiple doses due to the drug's short half-life, making it inconvenient for patients. This case study explores the development of an extended-release (ER) formulation by Syngene's Formulation Development team for an anti-epileptic drug, aimed at reducing the need for frequent dosing and helping patients suffering from epilepsy.

### Challenges for improving patient compliance

The formulation scientists used existing data from the IR product and added new studies to prove the safety and efficacy of the ER formulation. A significant challenge was to develop an ER profile for a highly soluble and permeable molecule (BCS class I)<sup>2</sup> using different ratios of sustained-release polymers. The selection of an appropriate pharmacokinetic model added to the complexity.

The team developed an extended-release tablet formulation with a targeted drug release profile of up to 24 hours. This was achieved by pragmatically combining appropriate polymers in the composition and utilizing a simple, conventional manufacturing process such as the dry granulation approach.

### Achieved Outcome

The formulation developed at Syngene demonstrated promising pharmacokinetic parameters and the modified release (MR) formulation was bioequivalent to the marketed IR product. This was also tested in different animal models. Following these successful preclinical evaluations, a human bioequivalence study was initiated to further validate the formulation's efficacy and safety.

The MR formulation developed at Syngene enhances patient convenience and improves compliance by reducing the dosing frequency for epilepsy patients.

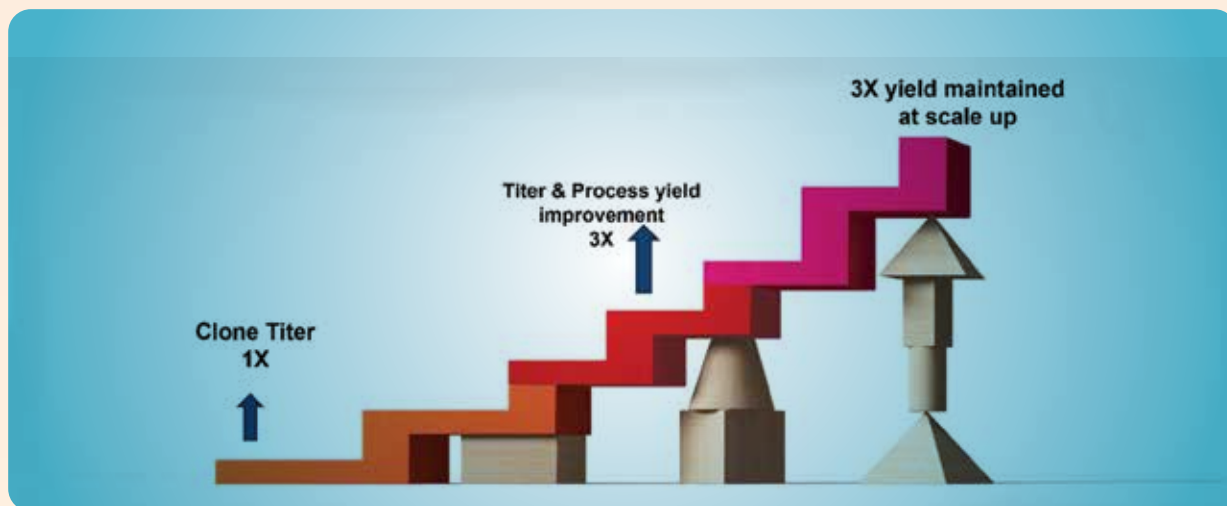
<sup>1</sup>Epilepsy is a neurological disorder where nerve cells in the brain fail to communicate correctly, leading to seizures. These seizures are sudden, uncontrolled surges of electrical activity.

<sup>2</sup>Biopharmaceutics Classification System Class I drugs are usually well-absorbed in the gastrointestinal tract and are not significantly affected by variations in gastric emptying or pH.



### CASE STUDY 3

## Syngene Enhances Bispecific Antibody Production



Journey of yield optimization

### Group : Biopharmaceutical Development

The GEM-DIMER™ platform is a proprietary technology developed by Hinge Bio. This technology allows the production of antibodies with enhanced multivalency and multispecificity, enabling the simultaneous targeting of multiple disease-associated antigens. As a result, it has the potential to deliver significantly better therapeutic outcomes. The platform also supports cooperative binding to disease targets, leading to markedly higher biological activity compared to traditional approaches. Additionally, it enables the development of molecules with novel functionalities, offering improved safety and efficacy profiles.

Building on this foundation, the GEM-DIMER™ platform is designed to create therapeutics that deliver better treatment outcomes for patients living with autoimmune, inflammatory, and infectious diseases, as well as cancer. Its ability to produce molecules with entirely new functionalities ensures superior safety and efficacy, setting it apart from conventional technologies.

### Challenges encountered & solutions delivered

To address the suboptimal cell growth observed while replicating the client's feeding regime, new feeding strategies were explored. These experiments aimed to create conditions

that supported robust cell proliferation and high protein production. In parallel, oxygen transfer within the bioreactor was carefully fine-tuned to maintain adequate dissolved oxygen levels, which are crucial for efficient expression of the desired protein. The purification process presented significant challenges due to the large size and multivalent nature of the monoclonal antibodies, which our downstream team effectively handled.

### Maximize yield

An optimal combination of media, feeding strategy, and feeding percentage and temperature shift criteria are critical parameters for maximizing yield. To achieve this, a Design of Experiments (DOE) approach was employed, which resulted in the selection of the most promising experimental conditions. Subsequently, the feeding and aeration strategies were further refined to achieve the desired level of cell productivity. Purification strategy was optimized to achieve greater than 98% purity of drug substance.

### Achieved outcome

The Syngene team forged a highly productive and collaborative relationship with its Hinge Bio counterparts, progressing the project at unprecedented speed, and completing a complex molecule project in seven months. This partnership yielded a three-fold increase in output, an impressive 98.5% total purity, and an overall recovery rate exceeding 50%.

CASE STUDY 4

## Pharmaceutical Development of a Broad-Spectrum Antibacterial Candidate for Multidrug-Resistant Infections



Group : Pharmaceutical Development

### Introduction

The World Health Organization (WHO) has identified antimicrobial resistance (AMR) as one of the top ten global public health threats. Despite concerted global efforts, AMR infections caused 4.95 Mn deaths in 2019.

A clinical-stage biopharmaceutical company has been working on AMR since 2016 in collaboration with Syngene. They have

developed a small molecule, a novel bacterial topoisomerase inhibitor that selectively restrains bacterial DNA replication by inhibiting DNA gyrase and topoisomerase IV. The clinical drug candidate demonstrates broad-spectrum activity against the major WHO published list of "global priority" pathogens<sup>1</sup>. The client collaborated with Syngene for formulation development from the discovery of the molecule to the First in Humans (FIH) development stage.

<sup>1</sup>Carbapenem-resistant Enterobacteriaceae, carbapenem-resistant *Pseudomonas aeruginosa*, carbapenem-resistant *Acinetobacter baumannii* and methicillin-resistant *Staphylococcus aureus*

## Collaborative work at Syngene

Cross-functional teams from discovery chemistry, drug metabolism, drug product development collaborated to develop the clinical antibiotic candidate.

The client conducted structure-activity Relationship (SAR) studies, followed by synthesizing the compounds during the discovery stage with Syngene's discovery chemistry team. The formulation team then performed salt and polymorph screening of the drug candidate.

The drug product development team conducted the formulation development of the drug candidate (for preclinical studies), followed by peroral pharmacokinetic studies by Syngene's drug metabolism team. A few studies were conducted by the client to understand the pharmacokinetic profiles in dogs.

## Challenging science

- The major challenges encountered during formulation development included poor solubility and low bioavailability<sup>2</sup>. The drug exhibited aqueous solubility of less than 1 mg/mL, making it difficult to dissolve effectively. Additionally, it was identified that the drug was actively transported out of the cell, significantly impacting its bioavailability.

During formulation development, scientists encountered additional challenges.

## Evaluation of various formulations

- Multiple formulation strategies – including solubilization, amorphous solid dispersion, and nanosuspension – were evaluated to enhance oral bioavailability. However, these approaches proved unsuccessful.
- Dissolution studies (pH shift studies) were conducted to assess the impact of various formulations on the pH shift in the gut's acidic environment. The root cause was identified and attributed to the probable precipitation of the formulation when it transits from the stomach to the intestinal region.
- Excipients with transporter inhibitor activity were screened to counteract the molecule being pumped out of the cell. Further optimization studies were conducted to determine the appropriate excipient concentration, which was subsequently proposed for pharmacokinetic studies.

## In Vivo Evaluation

A high dose formulation (plasma concentration, C<sub>max</sub>) was achieved during oral formulation in the preclinical stage. However, dose-proportional oral bioavailability was not achieved. Optimization studies were conducted to address this, resulting in a finalized formulation that demonstrated good oral bioavailability and dose margins for toxicology studies.

## The outcome

**Optimized Formulation Achievements** - The p-GP inhibitor-based formulation was successfully optimized to sustain stability in both gastric and intestinal fluids, as demonstrated by in-vitro and in-vivo studies. This formulation achieved the desired oral exposure, addressing the bioavailability challenges of efflux transport.

**Progress Toward First-in-Human (FIH) Studies** - Syngene's drug product development team is developing a proof-of-concept oral formulation for First-in-Human studies and will manufacture a GMP-compliant drug product.

**Clinical Trial Success** - Drug doses were administered intravenously during the Single Ascending Dose (SAD) clinical trial in healthy volunteers. It was safe and well-tolerated (primary endpoint) and achieved dose-proportional exposures (secondary endpoint).

**Scientific Collaboration and Recognition** - A paper with a client is published in Nature Communication, showcasing the innovation and success of the drug development process.

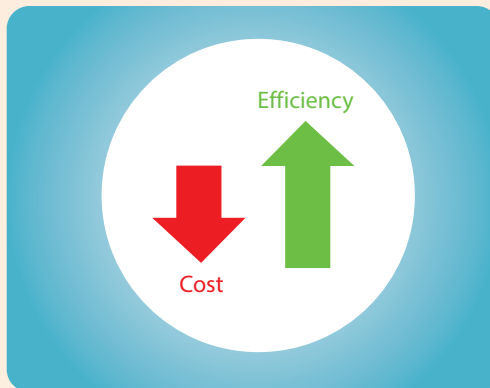
## References

[WHO's amr-factsheet.pdf](#)  
[Antimicrobial Resistance: Addressing a Global Threat to Humanity | PLOS Medicine](#)  
[Effect of P-glycoprotein \(P-gp\) Inducers on Exposure of P-gp Substrates: Review of Clinical Drug-Drug Interaction Studies](#)

<sup>2</sup>Bioavailability refers to the proportion of a drug that enters the bloodstream when introduced into the body and is available for therapeutic action.

## CASE STUDY 5

## (N-1) Perfusion Technology



### Group : Biopharmaceutical Development

In the dynamic world of biomanufacturing, the quest for improved efficiency and productivity continues to shape industry advancements. N-1 Perfusion Technology is a cutting-edge innovation designed to enhance protein yield, particularly antibodies, which are critical for therapeutic applications.

This integrated protein production approach marks a transformative step in biomanufacturing, offering a sustainable pathway to meet increasing demands for biologics, ultimately benefiting patients by expediting access to life-saving therapies.

### Purpose of the research

N-1 perfusion technology focuses on enhancing antibody production. By increasing initial cell density and employing a modified fed-batch process, this technology presents a scalable solution for commercial protein production.

This modified process incorporated a media blending strategy to prolong culture viability and mitigate the accumulation of harmful metabolites. Notably, this approach delivered a substantial titer increase without compromising product quality compared to conventional fed-batch methods.

### Challenges

Implementing N-1 perfusion technology, also known as the pre-stage, introduces unique challenges. Transitioning from large-scale bioreactors to smaller, dedicated pre-stage reactors required meticulous optimization to achieve significantly higher

cell densities. Traditional processes allocate considerable time to cell growth, limiting the effective utilization of bioreactors. In contrast, the N-1 stage enhanced early-stage cell proliferation, addressing these inefficiencies while maintaining high titers and consistent product quality.

### Syngene's innovative approach

**High Initial Seed Density** - A starting cell density of 20-40 x 10<sup>6</sup> cells/mL was employed to maximize bioreactor efficiency. The bioreactor was maintained at peak production capacity by significantly increasing the initial seed density. This shifted cellular focus on rapid proliferation and enhanced protein production, contributing to increased yield.

**Blended Media Strategy** - This approach enriched nutrients during the N-1 stage to sustain cell health and minimize metabolite accumulation.

**Process Optimization** - Aeration, agitation, temperature were fine-tuned to shift the process to balance towards cellular productivity and viability.

### Achieved outcome

Achieving higher protein yields, Syngene increased titer by 1.5-4.5 times compared to conventional fed-batch methods. This improvement in time efficiency is due to the reduction of the replicative phase present in traditional processes.

Increase in titer will ultimately lead to lower cost of goods for drug substance or drug product. This will also maximize suite utilization, thereby improving the effective use of manufacturing facilities and driving operational efficiency.



## CASE STUDY 6

# In silico immunogenicity assessment for peptides with unnatural amino acids

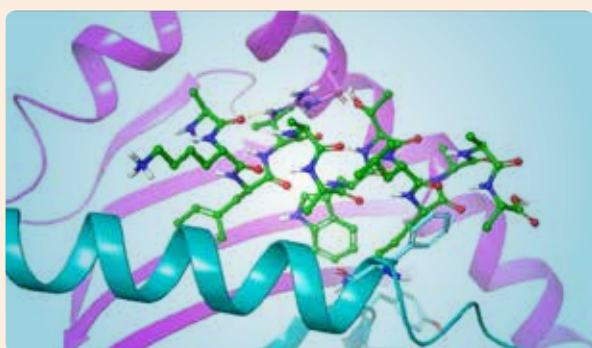


Figure 1 - Peptide docking to MHC Class II allele

### Department : Computational and Data Sciences, Discovery Services

The peptide therapeutics market comprises over 80 approved drugs, with many generics introduced upon patent expiration. The production of generics typically introduces additional peptide impurities. These impurities could trigger an undesired immune response, affecting safety and efficacy in patients.

Therefore, immunogenic risk assessment of these impurities in peptide-based drugs is a critical regulatory requirement. This traditionally involves experimental testing, which is time-consuming and expensive. By contrast, in silico assessment (computational models that mimic biological studies) can reduce the need for experimental testing and expedite drug approval.

## In silico immunogenicity assessment

In silico methods use or learn from experimentally validated or reported immunogenic epitopes<sup>1</sup> (from databases) to predict the immunogenic potential of amino acid sequences by:

- Comparing the peptide sequence with known immunogens, and
- Assessing the likelihood of a peptide sequence binding to HLA<sup>2</sup> (human leukocyte antigen) alleles.

## Challenges with unnatural amino acids

While these methods generally work with naturally occurring amino acid sequences, they are often ineffective for analyzing sequences containing unnatural amino acids (UAAs).

UAAs may be incorporated into peptide therapeutics to improve the drug product's properties, or they may be the by-products of impurities during production.

## Syngene's solution

The Computational and Data Sciences team at Syngene has developed a workflow that can assess the immunogenicity of any amino acid sequence. This is based on modeling the binding of peptide therapeutics featuring UAAs to common HLA alleles (Figure 1). The binding score indicates whether the peptide is likely to be recognized as an epitope and trigger an immune response.

Additionally, the method compares the peptide's binding score with known immunogens and approved therapeutics to gain a perspective of its relative immunogenic potential (Figure 2).

This method can clearly distinguish between highly immunogenic and safe peptide sequences, as evident from Figure 2, and correlates to experimental results with high accuracy.

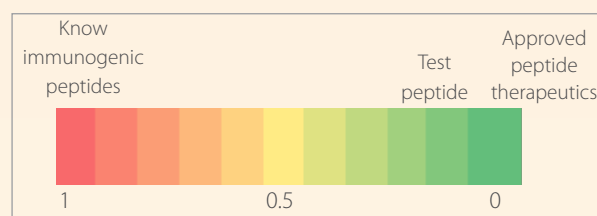


Figure 2 – Relative immunogenic potential of the peptide

## Key achievements

Syngene's method provides reliable immunogenicity assessment for any peptide, circumventing the limitation of current methods in sequences containing UAAs. This accelerates drug development, eliminates or reduces the need for experimental safety assessment of generics and facilitates faster regulatory approval.

<sup>1</sup>It is the precise site on the antigen where the immune system's receptors attach, triggering an immune response

<sup>2</sup>HLA proteins are found on most cells and are essential for the immune system. They help distinguish the immune system to recognize

"self" versus "non-self" antigens.

## CASE STUDY 7

# SynWeave™ : Redefining Cell Line Development for Next-Generation Biologics

## Next Generation Mammalian Cell Line Development: 27 Weeks to Stable Clone

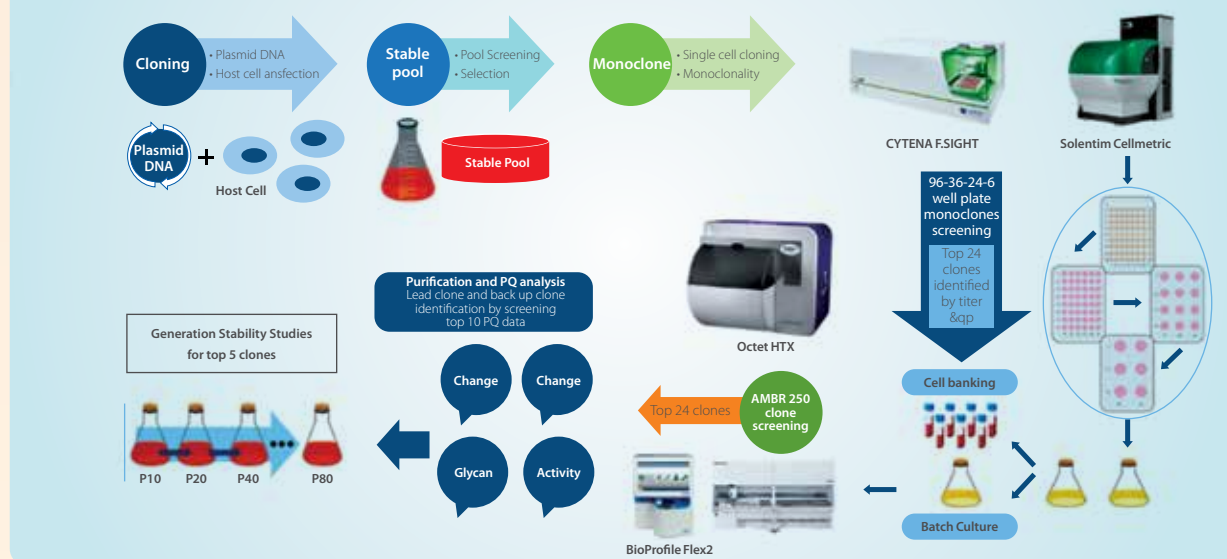


Figure 1 - Next Generation Mammalian Cell Line Development: 27 Weeks to Stable Clone

### Group : Biopharmaceutical Development

The biopharmaceutical industry witnessed significant innovation, with many new recombinant protein therapeutics receiving FDA approval. However, these therapies are often costly, emphasizing the need for greater efficiency and productivity. Optimizing cell line development (CLD) and upstream processing can boost product quantity and titer, while improvement in downstream steps can enhance product quality.

**SynWeave™** is a platform developed by the Biopharmaceutical Development team to enhance manufacturability and efficiency of protein production. It combines state-of-the-art cell line

development using transposon-based technologies seamlessly integrated with advanced process development capabilities.

### Challenges in cell line development

CHO (Chinese Hamster Ovary) cells are used in therapeutic protein production as they grow in suspension cultures, adapt to various growth conditions, and perform post-translational modifications essential for functional therapeutic proteins for 50 years in industry. However, traditional CLD in CHO generally faces two major challenges: heterogeneous gene expression and low integration efficiency caused by positional effects.

### Approaches to mitigate the position effect

<sup>1</sup>Transposon was discovered by Barbara McClintock and known as jumping gene as they can "jump" to different locations within a genome.

A transposon<sup>1</sup> is a mobile DNA element that can integrate the entire construct at multiple locations in the genome through a cut-and-paste mechanism. Therefore, transposon-mediated, semi-targeted integration mitigated the challenge of the position effect that caused heterogeneous gene expression and improved the integration efficiency, yielding consistent gene expression. This approach also reduced the labor-intensive step of clones needing screening to identify the best producer/s, as most cells receive a fully functional construct. The timeline for developing stable cell lines is reduced, and high-yielding clones with the desired qualities are generated.

Coupling the clone selection process at an early stage to a robust upstream platform resulted in picking the clones, which helped in enhancing the titer.

### Effectiveness of the upstream platforms

The upstream platform integration helps to optimize and improve titers with minimum experiments. The upstream development processes will enable us to generate high titer with stringent quality attributes.

The Next Generation Mammalian Cell Line Development (Figure 1) process was designed to achieve stable clones in 27 weeks. The following steps are conducted.

#### Monoclone

Monoclonality analysis was carried out as desired by regulatory agencies.

#### Purification and Product Quality analysis

Top selected monoclonal (based on titer) are also evaluated for key quality attributes like size, charge, glycan profile, and activity; thereafter, generation stability was performed for selected ones.

#### Clone screening

As a part of process development, we use a high throughput Ambr 250 system miniaturized bioreactor to screen the best producers in a real manufacturing-controlled environment. The integration of Design of Experiments (DoE) for parametric and media/feed screening and Process Analytical Technology (PAT) within the Quality by Design (QbD) framework further enhanced the effectiveness of upstream platforms. This approach enabled real-time monitoring and analysis of critical quality attributes, allowing biopharmaceutical companies to maintain steady nutrient levels in bioreactors and optimize

process control and efficiency. Robust manufacturing process design space was established using the AMBR 250 system and statistical tools. Design space was tested at a 10L scale before being scaled to larger manufacturing batches.

Ensuring safety, quality and regulatory compliance is key to biologics production and a well-understood cell line plus upstream platform reduced any risk of not meeting the compliance expectations.

### Key advantages:

- It saved up to 10 weeks compared to traditional methods, streamlining the process
- Increased productivity: Achieved high titer levels of up to 10 g/L with optimized processes
- Versatile application: Supported many products, including mAbs, biosimilars, bispecifics, fusion protein, and other recombinant proteins

### Success story

- Both the enhancements (Cell line development with upstream platform processes), when integrated with SynWeave platform, produced a tier of 5-7 g/L for both IgG1 and IgG4 molecules (Figure 2)
- A client obtained a titer of 0.8 g/L in 22 days, whereas with Syngene's platforms a titer of 4.8 g/L was obtained in 17 days
- Biopharma companies can reduce timelines by integrating upstream platforms and adopting disruptive concepts. Syngene is also working on N-1 perfusion with high cell density fermentation to increase the titer further

#### Key advancements to improve the biopharma manufacturing process

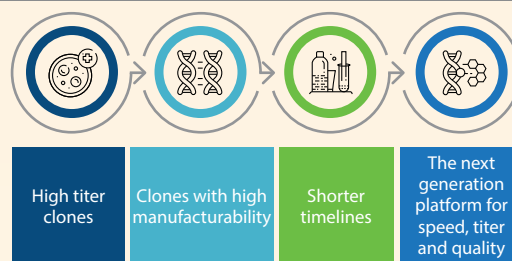


Figure 2 – Advancements to improve the biopharma manufacturing process

CASE STUDY 8

## Enhancing Prodrug Solubility with Syngene's SynVent Platform



Department : Integrated Drug Discovery (IDD)

### Introduction

Prodrugs are medications that, once administered, are metabolized in the body to release the active ingredient. They help to improve a medication's effectiveness and can in some cases avoid certain side effects or toxicities.

The main purpose for designing a prodrug is to overcome issues related to the physicochemical properties of the drug,

including solubility, absorption, distribution, and instability. In a recent example, scientists in the Syngene SynVent™ platform for integrated therapeutic discovery leveraged a prodrug strategy to overcome the low solubility of a drug intended for the treatment of status epilepticus, a critical neurological condition characterized by recurrent epileptic seizures.



### Desired Characteristics of the Prodrug

The parent compound, currently in Phase 3 clinical development for epilepsy as an oral treatment, is unsuitable for intravenous (IV) injection due to its very low solubility in aqueous media. To overcome this solubility limitation, a prodrug has been developed. The key characteristics of an ideal prodrug include:

- Sufficient solubility in IV formulation (5mg/mL)
- Chemical stability in IV formulation
- Conversion to the parent drug in humans without precipitation
- High in vivo conversion efficiency from prodrug to the parent drug in animals

### Challenges in Solubility

The parent compound exhibited low solubility, and developing a salt for this molecule to improve aqueous solubility was not feasible. To address this, Syngene aimed to develop a chemically stable prodrug with enhanced aqueous solubility across different pH levels, ensuring rapid conversion to the parent compound post-IV administration.

### Syngene's Approach

The SynVent scientists integrated medicinal chemistry and ADME (Absorption, Distribution, Metabolism, and Excretion) experiments to solve this challenge, applying a highly efficient screening approach to identify the best prodrugs candidates to advance to in vivo pharmacokinetic (PK) studies.

Scientists evaluated various prodrug candidates using in vitro assays, for solubility, chemical and metabolic stability. The top-performing prodrugs were chosen for animal testing (in vivo PK studies) to investigate how the whole body converts the prodrug into an active drug. Before final selection, the most promising candidates were tested for long-term stability in solution (liquid form) and solid-state (powder or tablet form).

### Achieved outcome

- Based on medicinal chemistry optimization studies, scientists identified a series of prodrugs containing a phosphate group that significantly improved the parent compound's solubility. The solubility experienced an over 2,500-fold enhancement, meeting the project's objective.
- The prodrug incorporates a cleavable linker and solubilizing group, ensuring that the linker group is rapidly cleaved in vivo.
- Producing different phosphate salts is essential, as it plays a key role in determining the solid-state properties and stability of the resulting compounds. Various phosphate salts were synthesized using ion-exchange resin technology, showcasing excellent purity.

### Conclusion

By leveraging the SynVent Integrated Drug Discovery platform, Syngene scientists successfully developed highly soluble and stable prodrugs to overcome key challenges in IV drug formulation. Notably, this research introduces a new option for treating epilepsy through an IV formulation. The prodrug rapidly breaks down inside the body to release the parent drug, ensuring efficient delivery and therapeutic effect. This represents a significant advancement in improving drug efficacy and patient outcomes.

### References

- Stella, V.J., Charman, W.N.A. & Naringrekar, V.H. Prodrugs. *Drugs* 29, 455–473 (1985). <https://doi.org/10.2165/00003495-198529050-00002>
- Kurian R, Wang H. Prodrugs in Oncology: Bioactivation and Impact on Therapeutic Efficacy and Toxicity. *International Journal of Molecular Sciences*. 2025; 26(3):988. <https://doi.org/10.3390/ijms26030988>
- Status Epilepticus: What It Is, Causes, Symptoms & Treatment

## CASE STUDY 9

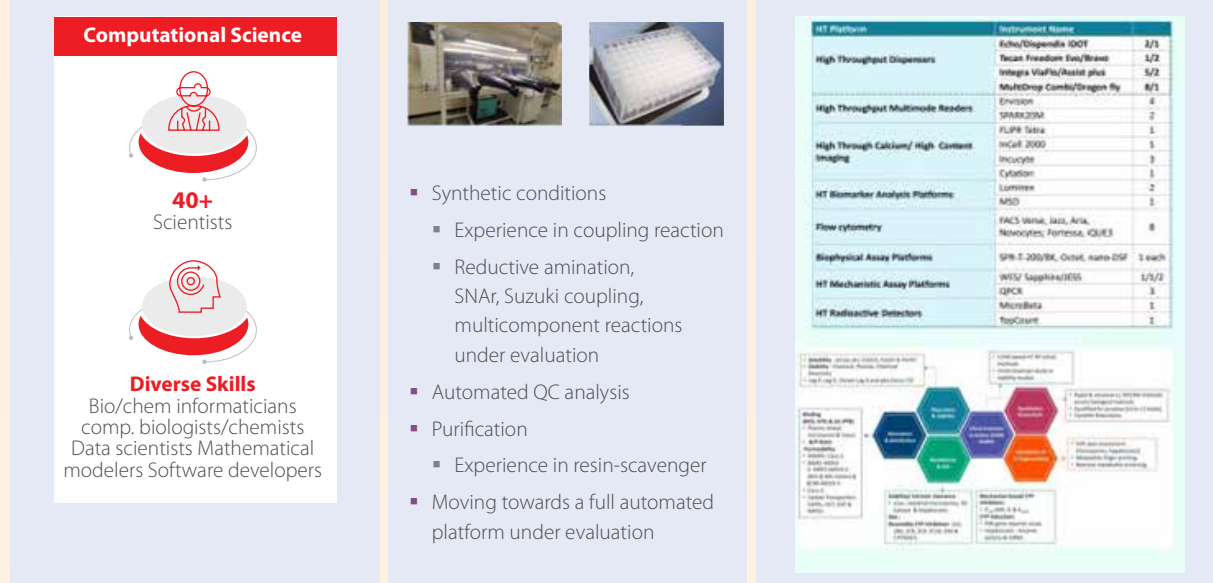
# Streamlining Drug Development: Syngene's role in Direct-to-Biology Integration

Department : Discovery Chemistry, Discovery Biology and Synvent

A computational data science group to support the design of the libraries

A 96-well plate-based chemistry platform

A High Throughput platform to support D2B plate characterization



Department : Discovery Chemistry, Discovery Biology and Synvent

## Introduction

Drug discovery often involves lengthy timelines and high costs, delaying therapeutic breakthroughs. Despite significant advancements over the past few decades, the pharmaceutical industry remains burdened by extended development timelines, typically spanning 10 to 15 years, from initial target identification to final approval. The traditional drug discovery process costs an average of USD 2.8 Bn per new molecular entity.

Syngene has adopted the Direct-to-Biology (D2B) platform to expedite this process. This innovative approach bypasses traditional bottlenecks in drug discovery. D2B streamlines the path from compound design to biological validation, enabling faster identification and optimization of promising drug candidates. This platform accelerates drug discovery by integrating automation, data-driven design, and high-throughput screening while reducing costs and operational inefficiencies.

## Challenges Faced

Automation is widely employed in drug discovery to streamline processes and create efficiency, speed, and quality while enabling scalability. The drug discovery process involves multiple lab transitions (handoffs), where transferring data or experimental setups can introduce delays, errors, and inefficiencies. The D2B approach enables large amounts of project-relevant data to be collected, analyzed, and applied faster than conventional methods.

Effective automation minimizes manual interventions, optimizes process continuity, and facilitates seamless transitions between processes. By reducing multiple handoffs and automating the processes (synthesis and high-throughput screening), the D2B approach significantly shortens drug discovery timelines, enhancing productivity, cost-efficiency and scalability.

## Capabilities of D2B

The Direct-to-Biology (D2B) platform integrates software-driven compound design using advanced molecular modeling techniques. The platform also includes automated parallel chemical synthesis at the micromole scale in 96-well plates. Additionally, high-throughput biological screening is employed to accelerate the optimization of compound properties and the identification of promising drug candidates (Figure 1).

## Achieved outcome

The D2B platform has delivered measurable improvements across drug discovery:

**Increased Productivity** – Automation allows Syngene scientists to synthesize and optimize compounds at a much higher throughput.

**Faster Optimization** – High-throughput screening accelerates every stage from hit identification to lead optimization.

**Cost Efficiency** – Integrated automation reduces resource consumption and labor costs while ensuring precision and reproducibility.

**Better Patient Outcomes** – By expediting drug discovery, D2B helps identify effective drug candidates sooner, paving the way for faster development of safe and effective therapeutics.

## Conclusion

The D2B approach marked a paradigm shift in drug discovery, offering clients a streamlined, data-driven solution to accelerate innovation and addressing long-standing industry challenges related to time and cost. D2B empowers pharmaceutical companies to bring new therapies to market faster, ultimately enhancing patient care worldwide

## References

- [What's the average time to bring a drug to market in 2022?](#)
- [The research and development costs of a new drug](#)

# Board's Report

Dear Members,

Your Directors are pleased to present the 32<sup>nd</sup> Annual Report of your Company, along with the audited financial statements and Auditor's report for the financial year ended March 31, 2025. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

## FINANCIAL REVIEW

Your Company's performance during FY25, compared to the previous year is summarized below

(Rs in Mn)

Particulars	Standalone		Consolidated	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Total revenue	34,438	32,911	37,142	35,792
Total expenditure	28,542	27,227	30,863	29,473
Profit before Depreciation, Finance Costs, Exceptional items and Tax Expense	9,882	9,668	11,136	11,050
Less: Depreciation & Interest	3,985	3,984	4,857	4,730
Profit before Exceptional items and Tax Expense	5,896	5,684	6,279	6,319
Add: Exceptional items	320	-111	320	-111
Profit before Tax Expense	6,216	5,573	6,599	6,208
Less: Tax expenses	1,536	908	1,637	1,108
Profit for the year	4,680	4,665	4,962	5,100
Other Comprehensive Income	-81	1,431	-147	1,426
<b>Total Comprehensive Income</b>	<b>4,599</b>	<b>6,096</b>	<b>4,815</b>	<b>6,526</b>

Key highlights of the Company's financial performance during FY25 are as follows:

- Revenue increased by 4.64% (from Rs. 32,911 Mn to Rs. 34,438 Mn) on standalone basis and by 3.77% (from Rs. 35,792 Mn to Rs. 37,142 Mn) on consolidated basis
- Earnings before interest tax depreciation and amortisation (EBITDA) (excluding exceptional item) increased by 2.21% (from Rs. 9,668 Mn to Rs. 9,882 Mn) on standalone basis and by 0.78% (from Rs. 11,050 Mn to Rs. 11,136 Mn) on consolidated basis.
- Profit after tax increased by 0.32% (from Rs. 4,665 Mn to Rs. 4,680 Mn) on a standalone basis and decreased by 2.71% (from Rs. 5,100 Mn to Rs. 4,962 Mn) on a consolidated basis.

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

## OPERATIONAL REVIEW

Syngene International Limited (BSE: 539268, NSE: SYNGENE, ISIN: INE398R01022) is an integrated research, development, and manufacturing services company serving the global pharmaceutical, biotechnology, nutrition, animal health, consumer goods, and specialty chemical sectors. Syngene's more than 5,600 scientists offer both skills and the capacity to deliver great science, robust data security, and quality manufacturing, at speed, to improve time-to-market and lower the cost of innovation. With 2.5 Mn sq. ft of specialized discovery, development, and manufacturing facilities, Syngene works with biotech companies pursuing leading-edge science as well as multinationals, including BMS, GSK, Zoetis and Merck KGaA.

## Research Services

Research Services division is an end-to-end drug discovery function, comprising of early discovery, pre-clinical and clinical services, along with integrated drug development platform Syngene Synvent™ and ring-fenced dedicated centre model. Over the last year, the function has laid a deep focus on productivity improvement and automation particularly in its chemistry and Drug Metabolism & Pharmacokinetics (DMPK) services that led to substantial gains by providing cost advantage. Syngene has also consolidated its research offerings into two distinct business models, Competitive and Differentiated. The Competitive Business Model focuses on value creation through the combination of strong technical execution, high productivity metrics matching or exceeding the leading global CROs, and competitive pricing based upon establishing the lowest cost to serve position enabling competition on price when necessary. By contrast, the Differentiated Business Model creates value through value added service offerings featuring sophistication in problem solving and innovation, capabilities and subject matter expertise uncommon in the CRO marketplace, and creative business terms.

## Development and Manufacturing Services – Large Molecule

Unit 3 that was acquired in the later part of FY24 was operationalized this year providing Syngene an additional 20,000 litres of installed biologics drug substance manufacturing capacity and also a commercial scale, high speed, fill-finish unit – an essential capability for drug product manufacturing.

Syngene further acquired a biologics drug substance facility in Baltimore, its first ever manufacturing facility in the USA. The acquisition is expected to expand Syngene's growing global biologics footprint to better serve its



customers across both human and animal health market segments. The new site will increase Syngene's total single-use bioreactor capacity to 50,000L for large molecule discovery, development, and manufacturing services. Additionally, it will provide Syngene's customers with continuity of supply from its four development and manufacturing facilities located in India and North America, offering services ranging from cell line development, process optimization and both clinical and commercial supply.

The division has also pursued high yielding cell line development and achieved an yield of 9g/L.

As a testament to its progress, Syngene won Asia Pacific Biologics CMO Excellence Awards 2024.

## Development and Manufacturing Services – Small Molecule

Syngene is committed to building small molecule CDMO (SM CDMO) business and over the past year, has progressed well on its multi-year transformation journey. Over this past year, Syngene has implemented multiple strategic shifts set out in as part of broader SM CDMO plan.

Syngene restructured its SM CDMO operating model with the integration of small molecule development and manufacturing into a single division providing end-to-end services for small molecule process development, clinical and commercial manufacturing. It now mirrors how the clients approach their commercial manufacturing requirements. Syngene has improved its operational efficiency and strengthened customer focus by implementing a 'follow-the-molecule' approach.

These measures have led to higher capacity utilization across all assets, increased number of pilot projects in Process R&D, robust pipeline of large pharma customers, scale up of process development capabilities and the securing of deals that are helping to build additional momentum in line with the division's long-term vision.

## SUBSIDIARY COMPANIES, ASSOCIATES AND JOINT VENTURES

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

**Syngene USA Inc:** Established in FY 2018, Syngene USA Inc. plays a crucial role in strengthening Syngene's presence in the US market. In FY25, the revenue stood at USD 11 Mn, with a profit before tax of USD 0.6 Mn. As part of its strategic expansion, Syngene USA Inc. acquired a state-of-the-art biologics facility from Emergent Manufacturing Operations Baltimore, LLC (a subsidiary of Emergent BioSolutions Inc.) for USD 36 million enabling Syngene to further expand its global biologics footprint. This acquisition increases the total single-use bioreactor capacity to 50,000L, enhancing capabilities in large molecule discovery, development, and manufacturing enabling Syngene to better serve customers across both human and animal health market segments.

**Syngene Scientific Solutions Limited (SSSL):** Incorporated in India in August 2022, SSSL specializes in contract research and clinical research services. As a dynamic player in the pharmaceutical and biotechnology sectors, the company offers a diverse range of services, including CRAMS, clinical research, R&D, and software development. In FY25, SSSL contributed significantly to overall revenue, by generating a revenue of Rs. 3,345 million,

with a profit before tax of Rs. 330 million, reinforcing its growing presence in the industry.

**Syngene Manufacturing Solutions Limited (SMSL):** Incorporated in India in August 2022, SMSL is dedicated to the manufacturing of pharmaceutical, biopharmaceutical, and biological products. During FY25, SMSL reported a revenue of Rs. 0.6 Mn with a profit before tax of Rs. 0.1 Mn. SMSL is yet to commence the operations.

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

Further, in accordance with Section 136 of the Act, the audited financial statements and related information of the Company and its subsidiaries, wherever applicable, are available on the Company's website: [www.syngeneintl.com](http://www.syngeneintl.com). These are also available for inspection during regular business hours at our registered office in Bengaluru, India and/or in electronic mode. Any member desirous of inspecting such documents is requested to write to the Company by sending an email to [investor@syngeneintl.com](mailto:investor@syngeneintl.com).

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.

## TRANSFER TO RESERVES

The Company has not proposed to transfer any amount to the general reserve for the year ended March 31, 2025.

## DIVIDEND

The Board has recommended a final dividend of Rs. 1.25 per share for FY25, amounting to a payout of Rs. 503.67 mn with applicable tax deductions. If approved at the Annual General Meeting (AGM), the dividend will be distributed to shareholders whose names appear in the Company's Register of Members as of the record date, Friday, June 27, 2025, with the payout to be completed within 30 days from the date of shareholders approval.

In compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("SEBI Listing Regulations"), the dividend distribution policy of the Company is available on the Company's website at <https://www.syngeneintl.com/investors/corporate-governance/governance-reports-policies/>.

## RELATED PARTY CONTRACTS OR ARRANGEMENTS

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. Detailed disclosure on related party transactions as per IND AS 24 containing the name of the related parties and details of the transactions entered with such related parties have been provided as part of the notes to the financial statements provided in the Annual Report in Note No 26.

The Company has formulated the policy on 'Materiality of Related Party transactions and on dealing with Related Party Transactions', and the same

can be accessed using the following link: at <http://www.syngeneintl.com/investors/corporate-governance/governance-reports-policies/>

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

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

## CHANGE IN THE NATURE OF BUSINESS

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

## LOANS, GUARANTEES OR INVESTMENTS

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 are detailed in notes to the financial statements provided in the Annual Report in Note No .

## DEPOSITS

During the year FY25, your Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013 ("Act"). Accordingly, there is no disclosure or reporting required in respect of details relating to deposits.

## CREDIT RATING

During the year, CRISIL Ratings Limited ("CRISIL") vide its letter dated November 30, 2024, 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 August 30, 2024, has reaffirmed the long-term rating as [ICRA] AA+ (Stable), and reaffirmed the short-term rating as "[ICRA] A1+".

## PAID UP CAPITAL

During the financial year, the paid-up share capital of the Company was increased by allotment of 5,21,981 Equity shares of Rs. 10 each to Syngene Employee Welfare Trust to enable the implementation of the Syngene Long Term Incentive Restricted Stock Units (RSU) Plan, 2020. The paid-up share capital as on March 31, 2025 stood at Rs. 4,025,369,810 comprising of 40,25,36,981 equity shares of Rs 10/- each

## MATERIAL CHANGES AND COMMITMENTS

On April 23, 2025, the Company's Board of Directors approved the allotment of 4,02,439 equity shares, to the Syngene Employee Welfare Trust at face value of Rs. 10 each. This action was in accordance with the shareholder endorsement received on April 23, 2023 through Postal Ballot allowing the allotment of fresh equity shares up to 22,00,000 (~0.55% of the paid-up equity capital of the Company) in tranches to facilitate the implementation of the Syngene Long Term Incentive Plan Performance Share Unit Plan 2023. Following this allotment, the Company's paid-up equity share capital now stands at Rs. 4,02,93,94,200. There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this report.

## HUMAN RESOURCES

Syngene's diverse and multidisciplinary workforce remains dedicated to maintaining world-class quality standards while prioritizing safety. Talent and culture serve as essential pillars in building a resilient and sustainable organization. The company continues to focus on strategic initiatives that maximize the potential of its human capital, aligning with its core values of excellence, integrity, and professionalism. As of the fiscal year ending 2024-25, Syngene had a headcount of 6,533 permanent employees.

## PARTICULARS OF EMPLOYEES

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

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

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

### Syngene Employee Stock Option Plan 2011

The Board of Directors of the Company had formulated the Syngene Employee Stock Option Plan 2011 (hereinafter referred to as the "ESOP Plan") which was approved by the members of the Company on December 14, 2011 and further ratified by the members subsequent to the Initial Public Offering ("IPO") on December 05, 2015. The ESOP Plan is administered by the Syngene Employee Welfare Trust ("the Trust") under the instructions and supervision of the Nomination and Remuneration Committee ("NRC"). The Trust had subscribed to equity shares of the Company on October 31, 2012, using the proceeds from interest free loan of Rs. 150 million obtained from the Company. The NRC, on various occasions, has granted options to eligible employees of the Company through the Trust. During the financial year, there was no change in the ESOP Plan and no options were granted to employees under the ESOP Plan. However, 44,996 equity shares were transferred to eligible employees by the Syngene Employee Welfare Trust on exercise of stock options. The ESOP Plan complies with SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021.

The Company has discontinued granting ESOPs under the above Plan and does not intend to issue any further grants under the said Plan in future. The Trust has some surplus shares under this Plan, which has arisen due to the lapse of options granted to the employees over the years. These surplus shares may further increase due to a lapse of options in the future. In order to use the cash and surplus shares lying with the Syngene Employee Welfare Trust on account of the ESOP Plan, the Shareholders vide special resolution passed by Postal Ballot on April 23, 2023 approved the termination of the ESOP Plan, and the transfer of the cash and surplus shares to the other share benefit schemes/ plans (existing or future) implemented or to be implemented by the Company, after meeting all the obligations under the ESOP Plan.

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

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

During FY25, no options were granted to eligible employees under the RSU Plan. 5,49,015 equity shares were transferred to eligible employees by the Syngene Employee Welfare Trust on exercise of stock units.

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

The shareholders have vide special resolutions passed by Postal Ballot on April 23, 2023 approved Syngene Long Term Incentive Performance Share Plan 2023 ("PSP") and Syngene Long Term Incentive Out performance Share Plan 2023 ("OSP") for grant of performance share units (PSUs) to eligible employees of the Company, holding company, subsidiary(ies) including future subsidiary(ies). The Company has granted 17,66,303 PSUs during FY25 under the PSP and the said Plans will be implemented by the Trust.

The details of ESOP Plan, RSU Plan and PSP form part of the notes to accounts of the Financial Statements in this Annual Report. The Company has obtained a certificate from the secretarial auditors of the Company that the plans have been implemented in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and are in accordance with the resolutions passed by the shareholders. As required under Regulation 14 of the above-mentioned regulations, the applicable disclosures as on March 31, 2025 concerning all the the plans are available on the website of the Company at <https://www.syngeneintl.com/investors/share-holder-services/>

## CORPORATE GOVERNANCE REPORT

Your Company upholds the principles of good Corporate Governance through the adoption of sound management practices, strict compliance with legal requirements, and a steadfast commitment to transparency and ethical business conduct. Integrity, fairness, accountability, and adherence to the law are deeply embedded in the company's operations, ensuring responsible leadership at both the Board and Management levels. Syngene's Corporate Governance report is a reflection of its robust values-led culture encompassing professionalism, integrity and excellence, which has been a key enabler in building stakeholders' trust, attracting and retaining financial and human capitals and meeting societal expectations.

The Company's report on corporate governance for the financial year ended March 31, 2025 as per regulation 34(3) read with Schedule V of the SEBI Listing Regulations forms part of the Annual Report.

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

As required under Schedule V(E) of SEBI Listing Regulations, the auditors' certificate on compliance with the requirement of corporate governance is enclosed as **Annexure 4** to this Report. The auditors' certificate for FY25 does not contain any qualification, reservation or adverse remarks.

## DIRECTORS

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

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors appointed Mr. Nilanjan Roy and Ms. Manja Boerman as Independent Directors effective April 1, 2024 and June 4, 2024 respectively. Shareholders approved their appointments through postal ballot on June 10, 2024 and at the Annual General Meeting held on July 23, 2024 respectively. Mr. Paul Blackburn completed his second term as an Independent Director effective July 23, 2024.

Consequent to the resignation of Mr. Sibaji Biswas from the position of Executive Director and Chief Financial Officer, the Board of Directors, based on the recommendation of the NRC after considering the performance and capabilities and in accordance with the succession planning, appointed Mr. Deepak Jain as Chief Financial Officer effective December 1, 2024.

After a decade-long association, Jonathan Hunt resigned from the position of Managing Director and Chief Executive Officer effective February 10, 2025, to pursue other opportunities. Mr. Peter Bains was appointed as the CEO-Designate effective from the same date to lead the Company and bridge the leadership gap. Considering Mr. Bains' deep domain experience, knowledge, and familiarity with Syngene's business, subsequently, based on the recommendation of the NRC the Board of Directors appointed Mr. Peter Bains as an Additional Director designated as the Managing Director and Chief Executive Officer effective April 1, 2025, for a period of two (2) years, which is subject to approval of the shareholders.

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

## KEY MANAGERIAL PERSONNEL

As on March 31, 2025, the Key Managerial Personnel (KMP) as per the provisions of Section 203 of the Companies Act, 2013, were Deepak Jain, Chief Financial Officer and Priyadarshini Mahapatra, Company Secretary and Compliance Officer.

## POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The policy on appointment and remuneration of directors, key managerial personnel and other persons provides an underlying basis and guidance for human resource management, thereby aligning plans for strategic growth of the Company. The Company's Policy on Directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence and other matters, as provided under

Section 178(3) of the Companies Act, 2013 is formulated by the Board on the recommendation of the Nomination and Remuneration Committee (NRC). The policy has been uploaded on the website of the Company and is accessible at <https://www.syngeneintl.com/investors/corporate-governance/governance-reports-policies/>

## DECLARATION BY INDEPENDENT DIRECTORS

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

## SEPARATE MEETING OF THE INDEPENDENT DIRECTORS

In terms of requirements under Schedule IV of the Act and Regulation 25(3) of the Listing Regulations, four separate meetings of the Independent Directors were held during FY25. Further details are mentioned in the Corporate Governance report.

## BOARD DIVERSITY

A diverse Board enhances efficiency by incorporating a wide range of perspectives and thought processes, supported by varied scientific, industrial, and management expertise, as well as diversity in gender, knowledge, and geographical origins. Recognizing the significance of a diverse composition, the Board has adopted a Board Diversity Policy that outlines its approach to diversity. The Board diversity policy of the Company is available on the website of the Company at <https://www.syngeneintl.com/investors/corporate-governance/governance-reports-policies/>

## BOARD EVALUATION

In compliance with the Companies Act, 2013, and SEBI Listing Regulations, the annual evaluation of the Board, its Committees, the Chairperson, and Individual Directors, including Independent Directors, was carried out based on criteria defined by the Nomination and Remuneration Committee.

For FY 2025, the Board evaluation was conducted by M/s. Egon Zehnder. A detailed debrief covering the process, findings, and recommendations was presented to the Board on April 21, 2025. The Board found the evaluation to be highly effective, providing valuable insights into its overall functioning.

The findings were subsequently reviewed by the Independent Directors and the Nomination and Remuneration Committee in their respective meetings held on April 23 and April 21, 2025. Further details of the evaluation are included in the Corporate Governance Report, forming part of this Annual Report.

## NUMBER OF MEETINGS OF THE BOARD

The Board met 7 (seven) times during the year under review. The details of Board meetings and attendance of the Directors are provided in the Corporate Governance Report.

## AUDIT COMMITTEE

The Audit Committee has reviewed the accounts for the year ended March 31, 2025. The Board accepted all recommendations made by the Audit Committee.

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

## ADEQUACY OF INTERNAL FINANCIAL CONTROL

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

The internal control system undergoes regular testing and reviews conducted by the Independent Internal Auditor, who is appointed by the Audit Committee of the Board. To uphold the objectivity and independence of the Internal Auditor, the Audit Committee takes every possible measure, including holding quarterly one-on-one discussions. Additionally, the Company has a dedicated management audit team responsible for performing internal control evaluations and follow-up audits. The team is also responsible for monitoring implementation of action points arising out of internal audits.

## RISK MANAGEMENT POLICY

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

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

## DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls established and maintained by the Company, work performed by the internal, statutory and secretarial auditors, reviews performed by the management and the relevant Board Committees, the Board, in concurrence with the Audit Committee, is of the opinion that the Company's internal financial controls were adequate and effective as on March 31, 2025.

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

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- (b) The Directors selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable



and prudent to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.

- (c) The Directors took proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The Directors prepared the annual accounts on a going concern basis.
- (e) The Directors laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.
- (f) The Directors devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## AUDITORS

### Statutory Auditors

B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) were appointed at the 28th AGM held on July 21, 2021 as statutory auditors of the Company to hold office for a second term of five consecutive years, upto the conclusion of the Annual General Meeting of the Company to be held in 2026. The Auditors' Report on the Financial Statements of the Company for the year ended March 31, 2025 does not contain any qualifications, reservations or adverse remarks. The Auditor's Report is enclosed with the Financial Statements and forms part of the Annual Report.

### Internal Auditors

The Board of Directors, based on the recommendation of the Audit Committee, appointed Deloitte Touche Tohmatsu India LLP ("DTTILLP") as the Internal Auditors on July 25, 2024 for a period of three (3) years. Due to certain administrative reasons, the Board of Directors, based on the recommendation of the Audit Committee, appointed Deloitte India Advisory Services Private Limited as the Internal Auditors in place of DTTILLP on October 22, 2024 for a period of three (3) years.

### Secretarial Auditors

Pursuant to Section 204 of the Companies Act, 2013 and applicable provisions of the SEBI Listing Regulations, the Board, subject to shareholders' approval at the ensuing General Meeting, appointed M/s. V. Sreedharan & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company for a period of five years, commencing with the audit for FY 2025-26. The detailed rationale and terms for their appointment is set out in the notice convening the 32<sup>nd</sup> Annual General Meeting. The Secretarial Audit Report for the financial year ended March 31, 2025 does not contain any qualification, reservation or adverse remark and is annexed to this Report as **Annexure 5**.

Pursuant to the SEBI circular vide no. CIR/CFD/CMD/1/27/2019 dated February 8, 2019, the Annual Secretarial Compliance Report for the financial year ended March 31, 2025, issued by M/s. V. Sreedharan & Associates, Practicing Company Secretaries is attached as **Annexure 6** to this Report and shall also be submitted to the stock exchanges where the shares of the Company are listed.

## REPORTING OF FRAUD BY AUDITORS

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

## ANNUAL RETURN

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

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

## CORPORATE SOCIAL RESPONSIBILITY

In accordance with Section 135 of the Companies Act, 2013, the Company has established a Corporate Social Responsibility (CSR) Committee, consisting of Professor Catherine Rosenberg (Chairperson), Dr. Vijay Kuchroo, and Vinita Bali. This Committee oversees and monitors the Company's various CSR initiatives.

At Syngene, our Corporate Social Responsibility (CSR) approach reflects a commitment to inclusive, sustainable development, driven largely through the Biocon Foundation. Our initiatives focus on science education, community healthcare, environmental sustainability, and the welfare of women and children. By combining scientific expertise with a deep sense of social responsibility, we aim to create lasting, positive change in the communities where we operate.

We promote access to quality science education for underserved students through experiential learning initiatives such as mobile labs, compact science outreach vehicles, and inter-school quiz programs. These efforts have strengthened classroom engagement and fostered curiosity in young learners. We are also supporting the development of a postgraduate medical school and non-profit hospital, while helping women from underrepresented communities pursue STEM careers through scholarships, mentorship, and internships guided by industry professionals.

In healthcare, we continue to extend the reach of primary care through smart clinics in remote and tribal areas. These clinics use digital tools for diagnostics and consultation, improving timely access to care. Additional specialist services address areas such as maternal health, child wellness, geriatrics, oral hygiene, and chronic conditions. Our community outreach programs include cancer screening, preventive health education, and student wellness checks. Mental health is another key focus, supported through initiatives that promote emotional resilience, address peripartum mental health, and raise awareness among students and vulnerable groups.

Our environmental sustainability efforts include supporting metro infrastructure development near our Bangalore campus, with enhancements such as public art installations and green space development along the corridor. These efforts promote urban livability and support the shift toward low-carbon transportation.

Employees across all campuses actively engage in CSR activities, contributing to healthcare initiatives, awareness drives, and community service programs. We also continue to invest in skill development through



the Biocon Academy, which offers industry-aligned training for science graduates, ensuring they are well-prepared for careers in the life sciences sector.

This integrated CSR strategy reflects our belief that responsible business practices and community advancement go hand in hand, enabling shared progress and long-term value creation.

## **BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT**

Syngene had voluntarily adopted the Business Responsibility and Sustainability Reporting (BRSR) framework introduced by the Securities and Exchange Board of India (SEBI) for FY22, reflecting its commitment to sustainable development. In continuation of this journey, and in compliance with Regulation 34(2)(f) of the SEBI Listing Regulations, the BRSR forms part of this Annual Report for FY25. It outlines the Company's ESG strategy, including enhanced voluntary leadership disclosures, to foster meaningful stakeholder engagement.

The BRSR presents the Company's performance against the principles of the National Guidelines on Responsible Business Conduct, and highlights key environmental, social, and governance (ESG) initiatives and their impact.

For FY2025, Deutsch Quality Systems (India) Private Limited conducted an assurance of the BRSR Core Indicators, and no observations were noted.

## **WHISTLE BLOWER POLICY/VIGIL MECHANISM**

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 with the Code of ethics and business conduct of the Company or any other unethical practices. The policy provides adequate safeguard against victimisation to the whistleblower and enables them to raise concerns to the Integrity Committee and provides an option of direct access to the Chairman of the Audit Committee. In order to maintain the highest level of confidentiality and foster an environment of honesty, the Company has appointed an outsourced agency Navex Global to receive the complaints and co-ordinate with the whistleblower, if required. During FY 25, no individuals have been denied access to the Chairman of the Audit Committee.

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

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

Syngene has a strict Prevention of Sexual Harassment Policy (POSH) in accordance with the statutory requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Policy is applicable to all employees including the Company's contractual employees. The Company is committed to providing a workplace that is free from discrimination, harassment and victimisation, regardless of gender, race, creed, religion, place of origin, sexual orientation of a person employed

or engaged with the Company. The Internal Committee ('IC') has been constituted to consider and redress all complaints of sexual harassment at workplace. Employee sensitisation programs on POSH were conducted during the year. In FY 25, there were 5 complaints which was received and closed within the stipulated timeline.

## **SIGNIFICANT AND MATERIAL ORDERS BY THE REGULATORS OR COURTS OR TRIBUNALS**

During FY25 there have been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

## **STATUTORY DISCLOSURES**

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

## **SECRETARIAL STANDARD DISCLOSURE**

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

## **GREEN INITIATIVE**

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

## **ACKNOWLEDGMENTS**

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

We also thank the Government of India; the Government of Karnataka, Government of Telangana; the Ministry of Information Technology and Biotechnology; the Ministry of Commerce and Industry; the Ministry of Finance and Corporate Affairs; the Department of Scientific and Industrial Research; Central Board of Indirect Taxes and Customs; the Reserve Bank of India; the Central Board of Direct Tax; SEZs (Special Economic Zones), BIRAC (Biotechnology Industry Research Assistance Council) and all other government agencies for their support during FY25 and look forward to their continued support in future.

**For and on behalf of the Board**

**Kiran Mazumdar Shaw**  
**Non-Executive Chairperson**  
**Syngene International Limited**

Place: Bengaluru  
Date: April 23, 2025

# Annexure 1

## Form AOC-1

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

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

#### PART A: Subsidiaries

(Rs. in Mn.)

S. No	Particulars			
1	Name of the subsidiary	Syngene USA Inc	Syngene Scientific Solutions Limited	Syngene Manufacturing Solutions Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable	Same as Holding Company	Same as Holding Company
3	Reporting currency	USD	INR	INR
4	Exchange rate on March 31, 2025	85.43	NA	NA
5	Share capital	USD 278300.57/Rs.23.78Mn	840.00	10.00
6	Reserves & surplus	USD 51,675,561/Rs.4414.64 Mn	849	-0.57
7	Total assets	USD 54,188,584/Rs.4629.33 Mn	8,430	9.71
8	Total Liabilities	USD 2,234,723/Rs.190.91 Mn	6,741	0.27
9	Investments	0	0	0
10	Turnover	USD 11,351,586/Rs.960.7 Mn	3,344	0.64
11	Profit before taxation	USD 610,909/ Rs.51.7 Mn	330	0.12
12	Provision for taxation	USD 161,190/Rs.13.64 Mn	87	0
13	Profit after taxation	USD 449,719/ Rs. 38.06 Mn	244	0.12
14	Proposed Dividend	Nil	Nil	Nil
15	% of shareholding	100%	100%	100%
16	Country	USA	India	India

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

- Names of subsidiaries which are yet to commence operations: Syngene Manufacturing Solutions Limited
- Names of subsidiaries which have been liquidated or sold during the year: None

#### Part B : Not Applicable

# Annexure 2

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

(Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2025)

Power and Fuel Consumption Details		FY25	FY 24
<b>1. Electricity</b>			
<b>a) Purchased</b>			
Million Unit		106.54	102.63
Total amount (Rs. mn)		661.14	627.04
Rate/Unit (Rs.)		6.21	6.11
<b>b) Captive generation</b>			
HSD Quantity, KL		399.53	307.58
Million Units		1.36	1.05
Units / Litre		3.40	3.44
Cost/Lit (Rs.)		77.80	80.56
Generation cost, Rate / Unit (Rs.)		22.90	23.39
<b>2. Steam</b>			
<b>a) Furnace Oil</b>			
Quantity, Tons		0.00	0.00
Total amount (Rs. mn)		0.00	0.00
Average rate Rs/Kg		0.00	0.00
<b>b) LDO</b>			
LDO Quantity, KL		151.46	192.20
Total amount (Rs Mn)		9.24	12.19
Average rate/Litre (Rs)		61.01	63.46
<b>c) LPG</b>			
LPG Quantity, Tons		235.47	266.46
Total amount (Rs Mn)		16.94	18.56
Average rate/Kg (Rs)		71.93	69.65
<b>d) PNG</b>			
PNG Quantity, (CuM)		4,13,590	92,902
Total amount (Rs Mn)		27.87	6.11
Average rate/ (CuM) (Rs)		67.39	65.85

S.No.	Energy conservation measure	Investment (Rs.) Million	Energy saved per Annum (Unit) Mn (Rs.) Million	
1	Replaced chiller water circulation motors with energy efficient motors in S16 utility.	0.72	0.26	1.74
2	Optimizing utility operational set points for chiller, air compressor and power frequency of utility motors as per the load pattern study in S14	0	0.65	3.25
3	Lab exhaust blower's operations are controlled through auto ON/OFF timer after office hours in S12	0.003	0.18	0.86
4	Air handling units' operations are controlled through auto timer after office hours with reduced power frequency in S2 Chemistry Lab	0.8	0.17	0.97
5	Replaced conventional motor starter with VFD (Variable frequency drive) in cooling towers fans in S20A.	1.2	0.09	0.44
6	Optimized the AHU capacity based on the room volume and reduced the power consumption in S12	1.5	0.06	0.38
7	Optimized the compressed air pressure in S16 and reduced the set pressure from 9.5bar to 7.5bar as per the load pattern study	1.1	0.1	0.51
8	Air handling units' operations are controlled through auto timer after office hours with reduced frequency in S16 Biology Lab and aerosol duct seal implemented to prevent air loss	1.014	0.08	0.43
9	Replaced the cast iron cooling tower fan blades with E-glass Epoxy FRP to reduce energy consumption in S20A	0.56	0.03	0.33
10	Energy savings through occupancy sensor-controlled exhaust fans in Synopolis	0.02	0.002	0.02
11	Lab exhaust blower's operations are controlled through auto ON/OFF timer after office hours in Neovantage	0	0.14	1.5
12	Implemented VFD (Variable frequency drive) for the scrubber motor to operate at 50% load (25Hz) to reduce the energy consumption without impacting the required air velocity of 120 FPM in A1FDC	0.04	0.02	0.17



S.No.	Energy conservation measure	Investment (Rs.) Million	Energy saved per Annum (Unit) Mn	(Rs.) Million
13	Timer based operation implemented in AHU to auto turn off during the nonoperational time in A1FDC	0.005	0.02	0.14
14	Replaced 90W LED light fitting with 60W solar streetlight in SU2.	0.02	0.001	0.006
	Total	7	1.8	10.75

## Technology Absorption, Adoption and Innovation

### (a) Conservation of energy –

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

- Energy index is benchmarked to all operational units and being tracked through energy management online software tool every day.
- Energy conservation programs are reviewed once in fortnightly to implement energy savings ideas through KAIZENS, awarding best Kaizens to the participants.
- BSEZ team won the excellent award from QCFL of NCQC 2024 Gwalior for best energy savings KAIZEN.
- Energy champions are nominated and trained by TUV to perform internal energy auditing and implementing energy conservation measures to meet the energy targets.
- BSEZ team participated in National level competition organized by M/s CII and won the prize for best energy efficiency category.
- MSEZ team got ISO 50001 certification from TUV for energy management system.

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

Green power projects with 26% equity share model (10.4MW-Wind power plant & 27.45mwdc Solar power plant) were commissioned under long term PPA (power purchase agreement) for 15 years agreement. 200KW roof top plant was commissioned. Hyderabad units are registered with the state electricity board for a green energy tariff scheme. It has helped to address 92% of energy from renewable sources, thereby avoiding 73207 metric tons of CO2 emission. Energy conservation projects are ongoing every year, During FY25, 1.8 million units of energy saved by implementing various energy conservation measures, thereby avoiding 1296 metric tons of CO2 emissions.

#### (iii) the capital investment on energy conservation equipment.

Rs. 7 Mn capital investment made for energy conservation equipment.

#### (a) Technology absorption –

##### No technology imported.

- the efforts made towards technology absorption.
- the benefits derived like product improvement, cost reduction, product development or import substitution.
- in case of imported technology (imported during the last three years reckoned from the beginning of the year under reference) –
  - details of the technology imported;
  - the year of import;
  - whether the technology has been fully absorbed and if not, areas where absorption has not taken place, and the reasons thereof;
- the expenditure incurred on Research and Development.

Foreign exchange earnings and outgoings for the year	FY25 (Rs. in Million)	FY24 (Rs. in Million)
Foreign exchange earnings	32,096	30,435
Foreign exchange outgoings	6,332	6,321

For and on behalf of the Board

Date: April 23, 2025  
Place: Bengaluru

Kiran Mazumdar Shaw  
Non-Executive Chairperson  
DIN: 00347229

# Annexure 3

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

- (1) Ratio of the remuneration of each Director/Key Managerial Personnel (KMP) to the median remuneration of all the employees of the Company for the Financial Year 2024-25

Sl. No.	Name of Director/KMP and Designation	% increase in remuneration in FY 25	Ratio of the remuneration of each Director/KMP to the median remuneration of all the employees (1)
<b>Non-Executive Directors</b>			
1	Kiran Mazumdar Shaw	5%	7.47
2	Professor Catherine Rosenberg	12%	6.96
<b>Managing Director &amp; CEO</b>			
3	Jonathan Hunt, CEO*	-20%	105.21
<b>Independent Directors</b>			
4	Vinita Bali	28%	8.30
5	Dr Kush Parmar	3%	5.02
6	Sharmila Abhay Karve	19%	7.54
7	Dr Vijay Kuchroo	13%	6.31
8	Nilanjan Roy	NA	6.70
9	Manja Boerman	NA	5.34
<b>Key Managerial Personnel</b>			
10	Sibaji Biswas^	1%	90.18
11	Deepak Jain*	NA	10.41
12	Priyadarshini Mahapatra	60%	12.78

\*Resigned from the position of Managing Director & CEO effective February 10, 2025

^ Resigned from the position of Chief Financial Officer and Executive Director effective November 30, 2024

\*Appointed as the Chief Financial Officer effective December 01, 2024

NA signifies, the induction of a Board member or a KMP during the year FY 25, hence no comparables are available.

The remuneration paid to Non-Executive Directors (including Independent Directors) includes commission, and sitting fees and is based on the position they occupied in the various committees and meetings attended by them during the FY25.

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

Jonathan Hunt's remuneration is paid in GBP. The increase in remuneration includes currency rate fluctuation also.

### Notes:

1. The ratio of remuneration to median remuneration is based on remuneration paid during the period 1st April, 2024 to 31st March, 2025

The percentage increase in the median remuneration of employees in the Financial Year	5%
The number of permanent employees on the rolls of Company as on 31st March, 2025	6533

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

Average percentage increase in salary of the Company's employees was at 6.5% during the merit cycle of 2025. Increase in managerial remuneration is already shown in the data presented above.

3. Affirmation

It is hereby affirmed that remuneration paid for FY25 was according to the Company's Policy on Director's Appointment and Remuneration.

For and on behalf of the Board

Date: April 23, 2025

Place: Bengaluru

Kiran Mazumdar Shaw

Non-Executive Chairperson

DIN: 00347229

## Annexure 4

### INDEPENDENT AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (Listing Obligations and Disclosure Requirements) REGULATIONS, 2015

TO THE MEMBERS OF SYNGENE INTERNATIONAL LIMITED

1. This certificate is issued in accordance with the terms of our engagement letter dated 14 September 2021 and addendum to the engagement letter dated 20 March 2025.
2. We have examined the compliance of conditions of Corporate Governance by Syngene International Limited ("the Company"), for the year ended 31 March 2025, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

#### Management's Responsibility

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

#### Auditor's Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2025.
6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

#### Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

#### Restriction on use

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

Place: Bengaluru  
Date: 23 April 2025

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

**G Prakash**  
Partner  
Membership No: 099696  
ICAI UDIN: 25099696BMOOIZ5008



# Annexure 5

## Form No. MR-3

### SECRETARIAL AUDIT REPORT

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

For the Financial Year Ended March 31, 2025

To  
The Members

#### Syngene International Limited

Biocon SEZ, Biocon Park, Plot.No.2 & 3  
Bommasandra Industrial Area, IV Phase,  
Jigani Link Road, Bengaluru - 560099

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

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended on March 31, 2025 (the audit period) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and External Commercial Borrowings. There was no Overseas Direct Investment done by the Company during the audit period;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Audit period)**
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not Applicable to the Company during the Audit Period);**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable to the Company during the Audit Period);**
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during the Audit Period); and**
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Other Laws Applicable Specifically to the Company namely:
- a. Drugs and Cosmetics Act, 1940.
  - b. Bio-Medical Waste Management Rules, 2016.
  - c. ICH Guidelines (this is the base on which US FDA/ EU Guidelines etc. are created on).
  - d. Uniform Code of Pharmaceuticals Marketing practices , 2024
  - e. Narcotic Drugs and Psychotropic Substance Act, 1985.
  - f. Ethical Guidelines for Biomedical Research on Human Participants, 2006.
  - g. The Poisons Act, 1919.
  - h. Prevention of Cruelty to Animals Act, 1960 and the Breeding of and Experiments on Animals (Control and Supervision) Rules, 1998.
  - i. Atomic Energy Act, 1962 and Atomic Energy (Radiation Protection) Rules, 2004.

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



- a. Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meeting.
- b. Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited (NSE).

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

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

#### **We report that:**

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

Adequate notice is given to all the Directors to schedule the Board Meetings, including agenda and detailed notes on agenda, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

We further report that based on the review of the compliance reports/certificates of the Company Secretary which were taken on record by the Board of Directors, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

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

For **V SREEDHARAN & ASSOCIATES**

**(V. Sreedharan)**

Partner

FCS: 2347; CP No.833

UDIN: F002347G000181121

Peer Review Certificate No. 5543/2024

Address: Plot No 293, #201, 2nd Floor, 10th Main Road  
3rd Block, Jayanagar, Bengaluru-560011

Place: Bengaluru

Date: April 23, 2025

*This letter which is annexed herewith as Annexure and it forms an integral part of the Secretarial Audit Report Form MR-3 and has to be read along with it.*

## 'Annexure'

To  
The Members

**Syngene International Limited**

Biocon SEZ, Biocon Park, Plot No. 2 & 3  
Bommasandra Industrial Area, IV Phase  
Jigani Link Rd, Bengaluru - 560099

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **V SREEDHARAN & ASSOCIATES**

**(V. Sreedharan)**

Partner

FCS: 2347; CP No.833

UDIN: F002347G000181121

Peer Review Certificate No. 5543/2024

Address: Plot No 293, #201, 2nd Floor, 10th Main Road  
3rd Block, Jayanagar, Bengaluru-560011

Place: Bengaluru  
Date: April 23, 2025

# Annexure 6

## Secretarial compliance report of Syngene International Limited for the year ended March 31, 2025

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

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

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

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of secretarial review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined:

- (a) all the documents and records made available to us and explanation provided by the listed entity;
- (b) the filings/ submissions made by the listed entity to the stock exchange;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification; for the year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:
  - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Review Period);**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Review Period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not Applicable to the Company during the Review Period);**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable to the Company during the Review Period);**

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

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

Sl. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation- ion/ Circular No.	Devia- tions	Action Taken by	Type of Action	Details of Violation	Fine Amou- nts	Obser- vations/ Remarks of the Practicing Company Secretary	Manage- ment Re- sponse	Remarks
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Not Applicable

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

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

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

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/ remarks by PCS
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	NIL
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the listed entity.</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations / circulars / guidelines issued by SEBI.</li> </ul>	Yes Yes	NIL NIL
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/ information under a separate section on the website.</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul>	Yes Yes Yes	NIL NIL NIL
4.	<b>Disqualification of Director:</b> None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.	Yes	NIL
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t:</b> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material.</p>	  Not applicable	 This listed entity does not have any material subsidiaries. Hence this point is not applicable during the period.
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	NIL
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	Yes	NIL



Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/ remarks by PCS
8.	<b>Related Party Transactions:</b>		
	(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.	Yes	NIL
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit committee.	Not Applicable	All related party transactions entered into by the listed entity during the review period were duly approved by the Audit Committee. Clause B is not applicable.
9	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NIL
10	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.		NIL
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes Yes	No action taken by the SEBI or BSE during FY 2024-25. Hence same is not applicable.
12	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary (ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 on compliance with the provisions of the LODR Regulations by listed entities.	Not applicable	There was no resignation of the statutory auditors in the listed entity.
13	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	Not Applicable	There is no noncompliance by the Company during the Audit Period.

### Assumptions & Limitation of scope and Review:

- Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **V SREEDHARAN & ASSOCIATES**

**(V. Sreedharan)**

Partner

FCS: 2347; CP No.833

UDIN: F002347G000181372

Peer Review Certificate No. 5543/2024

Address: Plot No 293, #201, 2nd Floor, 10th Main Road  
3rd Block, Jayanagar, Bengaluru-560011

Place: Bengaluru

Date: April 23, 2025

# Annexure 7

## Annual Report on CSR activities to be included in the Board's Report for financial year ended March 31, 2025

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

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

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company.	<p>CSR committee <a href="https://www.syngeneintl.com/investors/corporate-governance/committees-to-the-board/">https://www.syngeneintl.com/investors/corporate-governance/committees-to-the-board/</a></p> <p>CSR Policy <a href="https://www.syngeneintl.com/investors/corporate-governance/governance-reports-policies/">https://www.syngeneintl.com/investors/corporate-governance/governance-reports-policies/</a></p> <p>CSR projects <a href="https://www.syngeneintl.com/investors/share-holder-services/">https://www.syngeneintl.com/investors/share-holder-services/</a></p>
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0	Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.	<p>The eLAJ Smart Clinics by Biocon Foundation provide affordable, accessible healthcare to underserved communities, with over 65% of patients below the poverty line. They ensure quality care through standardized procedures, monthly follow-ups, high medication adherence, and free diagnostic services. Strong partnerships with NGOs, medical colleges, and local governments enhance services, while proactive community outreach screens thousands for conditions like hypertension and diabetes. The model has delivered strong clinical outcomes with low hospitalization rates. Recommendations include extending clinic hours, improving medicine supply chains, and integrating health information systems for better continuity of care. The detailed findings of the report is outlined under the Corporate Social Responsibility Section of the Annual Report.</p>
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5.	(a) Average net profit of the company as per sub-section (5) of section 135	Rs. 5501 Mn
	(b) Two percent of average net profit of the company as per sub-section (5) of section 135	Rs. 110 Mn
	(c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years	-
	(d) Amount required to be set-off for the financial year, if any	-
	(e) Total CSR obligation for the financial year [(b)+(c)-(d)]	Rs. 110 Mn
6.	(a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)	Rs. 107.40 Mn
	(b) Amount spent in Administrative Overheads	-
	(c) Amount spent on Impact Assessment, if applicable.	-
	(d) Total amount spent for the Financial Year [(a)+(b)+(c)]	Rs. 107.40 Mn
	(e) CSR amount spent or unspent for the Financial Year:	Rs. 2.6 Mn

Total Amount Spent for the Financial Year (in Rs. Mn)	Amount Unspent (in Rs. Mn)				
	Total Amount transferred to Unspent CSR Account as per sub section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub section (5) of section 135		
	Amount.	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs. 107.4 Mn	Rs. 2.6 Mn	April 25, 2025		NA	

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

Sl. No.	Particular	Amount (in Rs. Mn)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	Not applicable for FY25
(ii)	Total amount spent for the Financial Year	
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	

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

1	2	3	4	5	6	7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in Rs. Mn)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs. Mn)	Amount Spent in the Financial Year (in Rs. Mn)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any	Amount remaining to be spent in succeeding Financial Years (in Rs. Mn)	Deficiency, if any
1	FY2024	-	-	-	-	-	-
2	FY2023	10	2.5	7.5	0	2.5	-
3	FY2022	53	0	-	-	-	-

## 8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

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

## 9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135:

Not Applicable

An amount of Rs. 2.60 Mn was contributed to Biocon Foundation for certain multi-year ongoing projects, however this amount could not be utilised before March 31, 2025 by Biocon Foundation and hence, the same has been dealt with as per the provisions of Section 135 of Companies Act, 2013 and its corresponding rules.

Managing Director & CEO

(Chairperson CSR Committee)

# CORPORATE GOVERNANCE REPORT

## GOVERNANCE PHILOSOPHY

At Syngene, we uphold a governance philosophy rooted in integrity, excellence, and professionalism, which underpins in every aspect of our operations. The Company places significant emphasis on the interests of its stakeholders, ensuring that its business practices are fair and transparent. Strong leadership and sound governance practices reinforce these core values, bolstered by a storied legacy. This unwavering commitment encourages trust, accountability, and sustainability, thereby establishing 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

Aligned with Syngene's governance philosophy, our team of over ~5600 scientists provides the expertise and capacity to deliver groundbreaking science, robust data security, and world-class manufacturing efficiently. By upholding these governance principles, we ensure that our operations not only lower the cost of innovation but also benefits all stakeholders and maintain our commitment to transparent and ethical business practices

Syngene emphasizes timely disclosures and transparent accounting policies to preserve shareholders' trust and maximize long-term value. The

company's strong leadership, with an independent board and effective governance practices, ensures successful plan implementation, transparent disclosures, fair dealings, and highest standards of ethics and integrity. Syngene's three-tier governance model includes the Board of Directors and its Committees, the Managing Director & Chief Executive Officer (MD&CEO), and the Executive Committee of the Management. The Board provides guidance and oversight, while the Management is accountable for achieving defined objectives.

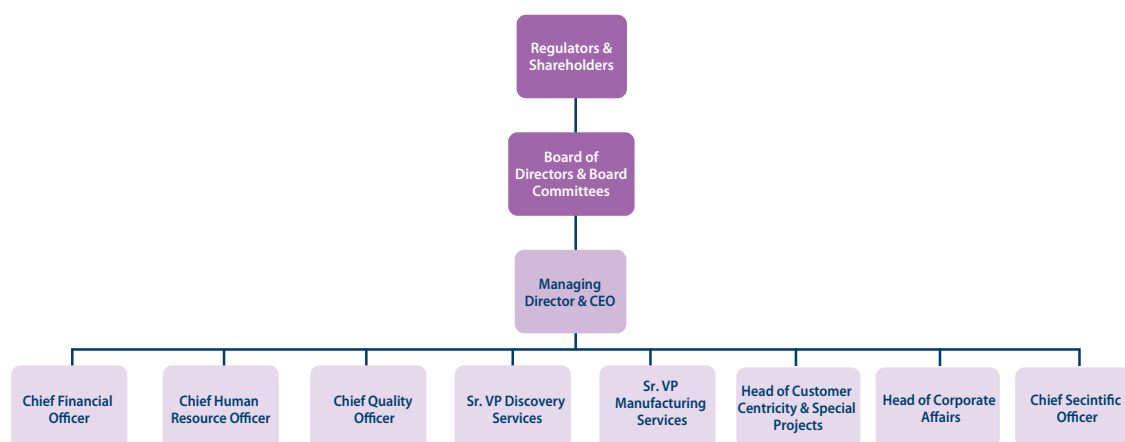
Collectively, the Board, its Committees and the management work to ensure that Syngene maintains the highest levels of integrity and excellence, fostering sustainable growth. The processes, controls, and boundaries within which the Company operates are thoroughly outlined in this report, exemplifying Syngene's commitment to transparency and accountability.

Syngene recognizes that effective corporate governance is essential for creating long-term value for stakeholders. To uphold the highest standards of governance, the company continuously enhances its practices.

The detailed report on Corporate Governance for the financial year ended March 31, 2025, 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, which includes individuals with diverse skills and extensive experience. The Board guides the Management, ensuring alignment with the company's objectives while upholding transparency and accountability. Mr. Peter Bains, the Managing Director & Chief Executive Officer (MD & CEO), leads the company's operations with support from the Executive Committee (EC). The EC, comprising Division/functional heads, manages the day-to-day affairs and ensures the implementation of strategic policies laid down by the Board. The EC meets periodically to review performance, address challenges, and keep the Board informed about essential developments.



■ Constitutes Executive Committee

## 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.

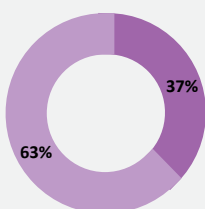
The Company maintains a balanced and diverse Board with an appropriate mix of Executive Directors (EDs), Non-Executive Directors (NEDs), and Independent Directors (IDs) to ensure the Board's independence and to separate governance from management. Additionally, the Company has implemented a policy on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

Detailed profiles of the directors are available on the Company's website at [www.syngeneintl.com](http://www.syngeneintl.com).

### Board Demographics (as on March 31, 2025)

#### Gender Diversity

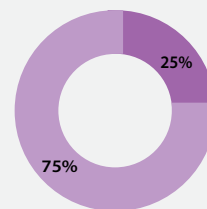
■ Male ■ Female



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

#### Board Composition

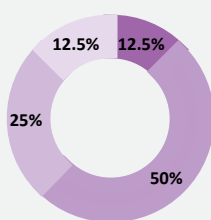
■ Non executive ■ Independent



➡ The chairpersons of all committees had attended the AGM in FY24

#### Age

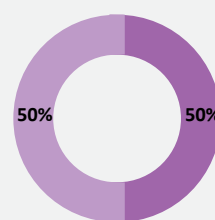
■ <58 years ■ 58 years-65 years ■ 65 years-70 years ■ 70year <



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

#### Nationality

■ India ■ Foreign



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

As on March 31, 2025, the Board comprised Eight (8) Directors, consisting of two (2) Non-Executive Non-Independent Directors and Six (6) Independent Directors. There are Five (5) Women directors on Board of which three (3) 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 your independent directors serve as Non-Independent Directors of any company on the Board of which any of your Non-Independent Directors is an independent director. No director on the Board has attained the age of seventy-five (75) years. Vinita Bali, Sharmila Abhay Karve and Manja Boerman are Independent Woman Directors on the Board of Directors of the Company.



As a measure of enhanced corporate governance and increased Board effectiveness, Ms. Vinita Bali was appointed the Lead Independent Director in FY21. The lead independent director presides over the separate meeting(s) of Independent Directors as Chairperson, acts as a representative of Independent Directors and carries out such other roles and responsibilities as may be assigned by the Board or group of Independent Directors from time to time. The lead independent director provides leadership to the independent directors and ensures the Board's effectiveness in maintaining high-quality governance of the organization and the effective functioning of the Board.

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.

As of April 1, 2020, Ms. Kiran Mazumdar Shaw transitioned from the role of Managing Director and Chairperson to that of Non-Executive Chairperson.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Nilanjan Roy and Ms. Manja Boerman as Independent Directors effective April 1, 2024, and June 4, 2024, respectively. Shareholders approved their appointments through postal ballot on June 10, 2024, and at the Annual General Meeting held on July 24, 2024, respectively. Mr. Paul Blackburn completed his second term as an Independent Director effective July 24, 2024.

Consequent to the resignation of Mr. Sibaji Biswas from the position of Executive Director and Chief Financial Officer, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee and after evaluating performance and capabilities in line with succession planning, appointed Mr. Deepak Jain as Chief Financial Officer, effective December 1, 2024.

After a decade-long association with Syngene, Mr. Jonathan Hunt resigned from the position of Managing Director and Chief Executive Officer effective February 10, 2025, to pursue other opportunities. Mr. Peter Bains was appointed as CEO-Designate effective the same day to bridge the leadership gap. Considering Mr. Bains' deep domain experience, knowledge, and familiarity with

Syngene's business, he was appointed as the Managing Director and Chief Executive Officer effective April 1, 2025, for a period of two (2) years. His appointment is subject to shareholder approval, as set out in the Postal Ballot Notice.

Professor Catherine Rosenberg (DIN: 06422834), Non-Executive Director, is eligible for retirement by rotation and is seeking reappointment at the upcoming Annual General Meeting.

This organizational structure underscores Syngene's commitment to transparency, accountability, and effective governance.

The Company continues to fulfil the requirement of the Board constitution as required under the SEBI Listing Regulations. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management and also they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Further, the Independent

Directors have also submitted their declaration under compliance with the provision of Rule 6(3) of Companies (Appointment and Qualification of Directors) Rules, 2014, which mandated the inclusion of an Independent Director's name in the data bank of the Indian Institute of Corporate Affairs ("IICA") for a period of one year or five years or lifetime till they continue to hold the office of an Independent Director.

### Role of Board of Directors

The Board is dedicated to safeguarding the interests of the company's stakeholders through diligent oversight. Prior to approving the company's quarterly or annual financial results, the Board regularly receives updates on various aspects of Syngene's operations. These updates cover strategic opportunities, business development activities, global market dynamics, financial performance, internal controls, and risk management practices. By staying well-informed, the Board is equipped to make decisions that are in the best interest of stakeholders. Through active engagement with Syngene's operations, the Board promotes effective management practices and upholds transparency, accountability, and long-term value creation for all stakeholders.

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 selects new Directors based on essential and desirable skills, competencies, expertise, and experience. The NRC may use external search agencies if needed. After the interview and selection process, the NRC recommends appointments to the Board, seeking shareholder approval when required. The Board values diversity in perspective, experience, education, background, ethnicity, nationality, age, gender, and other personal attributes. Upon appointment, Independent Directors receive a formal letter outlining their role, duties, and responsibilities. The template of letter of appointment is available on our website at [www.Syngeneintl.com](http://www.Syngeneintl.com). They annually provide a certificate of independence, which is recorded by the Board. All Board members are encouraged to interact with management.

### Board Procedure

The Board and its Committees meet regularly to discuss and decide on business policies, strategies, and routine matters. Meetings are pre-scheduled with an annual calendar circulated in advance to ensure meaningful participation. For urgent business needs, the Board's approval is obtained through resolutions by circulation, which are confirmed in subsequent meetings. Executive Committee Members regularly attends the Board and Committee meetings, facilitating direct interaction with the core Management team. Additionally, Executive Committee members are encouraged to interact with Board Members outside of meetings, holding

separate sessions to discuss specific issues based on their expertise. These mentoring sessions aim to broaden the Management's vision and outlook.

The Company Secretary drafts the agenda for each meeting, along with explanatory notes, in consultation with the Chairperson and Management and circulates to the Directors as per timelines through the digital platform. The deep dive topics and planners for the Board and each Committee meeting are prepared in consultation with the Chairpersons of the respective Committees and circulated in advance to the Members at the beginning of the financial year. The Board agenda includes an action taken report comprising actions emanating from the board meetings and status updates thereof. Action taken report(s) of the previous meeting(s) are followed up and placed at the next meeting for information and further recommended actions, if any. In special and exceptional circumstances, additional or supplementary item(s) are permitted to be taken up as 'any other item' with the permission of the Chairperson and with consent of majority of Board members/Committee members. The Company Secretary records minutes of each Board and Committee meeting. The draft minutes are circulated to Board/Committee members within 15 days from the meeting for their comments. Directors communicate their comments, if any, in writing on the draft minutes within 7 days from the date of circulation. The minutes are entered in the minutes book within 30 days from the conclusion of the meeting and signed by the Chairperson. With a view to leverage technology and reducing paper consumption, the Company has adopted a web-based application for transmitting Board/Committee agenda, pre-reads, and draft minutes. The directors of the Company receives the agenda, pre-reads, and draft minutes in electronic form through this application, which can be accessed through browsers or iPads. The application helps to maintain a seamless and safe flow of information between the Management and the Board.

The guidelines for Board and Committee meetings facilitate an effective post-meeting follow-up, review and reporting process for decisions taken by the Board and Committees thereof. Important decisions taken at Board/Committee meetings are communicated promptly to the concerned departments. All the recommendations of the various Committees of the Board have been accepted by the Board of Directors and none of the directors are influenced by the Management. Decision taken at the Board/committee meetings are communicated promptly to the concerned departments for taking necessary actions.

### Meetings of the Board

During the financial year, Seven (7) meetings of the Board were held on April 24, 2024, July 24, 2024, August 09, 2024, October 23, 2024, January 23, 2025, February 10, 2025 and February 23, 2025. 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, 2025, 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 24, 2024
Kiran Mazumdar Shaw	Non-Executive Chairperson	7	7	Yes
Jonathan Hunt <sup>#</sup>	Managing Director & CEO	6	4	Yes
Sibaji Biswas*	Executive Director & CFO	4	3	Yes
Professor Catherine Rosenberg	Non – Executive Director	7	7	Yes

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 24, 2024
Vinita Bali	Lead Independent Director	7	6	Yes
Dr Kush Parmar	Independent Director	7	5	Yes
Paul Blackburn <sup>§</sup>	Independent Director	1	1	NA
Sharmila Abhay Karve	Independent Director	7	7	Yes
Dr Vijay Kuchroo	Independent Director	7	6	Yes
Nilanjan Roy	Independent Director	7	7	Yes
Manja Boerman <sup>^</sup>	Independent Director	6	5	Yes

# Jonathan Hunt had resigned from the position of Managing Director & CEO of the Company with effect from February 10, 2025. Hence, he was entitled to attend only six out of seven Board meetings.

\*Sibaji Biswas had resigned from the position of Executive Director & CFO of the Company with effect from November 30, 2024. Hence, he was entitled to attend only four out of seven Board meetings.

\$Paul Blackburn completed his second term as Independent Director of the Company on July 23, 2024. Hence, he was entitled to attend only one out of seven Board meetings.

^Manja Boerman was appointed as an Independent Director of the Company with effect from June 04, 2024. Hence, she was entitled to attend only six out of seven 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, 2025.

**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, 2025:**

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	<b>Member:</b> • Risk Management Committee
		Trent Limited	Independent Director	None
		Narayana Hrudayalaya Limited	Non-Executive Non-Independent Director	<b>Member:</b> • Nomination and Remuneration Committee
2	Professor Catherine Rosenberg	Syngene International Limited	Non-Executive, Non-Independent Director	<b>Chairperson:</b> • Corporate Social Responsibility Committee <b>Member:</b> • Nomination and Remuneration Committee • Stakeholders Relationship and ESG Committee • Science and Technology Committee
3	Vinita Bali	Syngene International Limited	Lead Independent Director	<b>Chairperson:</b> • Nomination and Remuneration Committee <b>Member:</b> • Audit Committee • Corporate Social Responsibility Committee
		Bajaj Auto Limited	Independent Director	<b>Member:</b> • Audit Committee • Corporate Social Responsibility Committee
4	Dr Kush Parmar	Syngene International Limited	Independent Director	<b>Member:</b> • Science and Technology Committee • Risk Management Committee

S. No.	Name of Director	Name of Company	Designation / Category	Chairmanship/Membership in Committees of other listed entities
5	Sharmila Abhay Karve	Syngene International Limited	Independent Director	<b>Chairperson:</b> <ul style="list-style-type: none"> <li>Audit Committee</li> <li>Stakeholders Relationship and ESG Committee</li> </ul> <b>Member:</b> <ul style="list-style-type: none"> <li>Nomination and Remuneration Committee</li> </ul>
		EPL Limited	Independent Director	<b>Chairperson:</b> <ul style="list-style-type: none"> <li>Audit Committee</li> </ul>
		CSB Bank Limited	Independent Director	<b>Chairperson:</b> <ul style="list-style-type: none"> <li>Audit Committee</li> </ul> <b>Member:</b> <ul style="list-style-type: none"> <li>Corporate Social Responsibility Committee</li> <li>Committee for Monitoring and Follow Up cases of Frauds</li> <li>NPA Management Committee</li> <li>Review Committee for Wilful Defaulters and Non-Cooperative Borrowers</li> </ul>
		Thomas Cook India Ltd.	Independent Director	<b>Member:</b> <ul style="list-style-type: none"> <li>Audit Committee</li> <li>Risk Management Committee</li> </ul>
		Aadhar Housing Finance Limited	Independent Director	<b>Chairperson</b> <ul style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination and Remuneration Committee</li> </ul> <b>Member:</b> <ul style="list-style-type: none"> <li>Risk Management Committee</li> </ul>
6	Dr Vijay Kuchroo	Syngene International Limited	Independent Director	<b>Chairperson:</b> <ul style="list-style-type: none"> <li>Science and Technology Committee</li> </ul> <b>Member:</b> <ul style="list-style-type: none"> <li>Nomination and Remuneration Committee</li> <li>Corporate Social Responsibility Committee</li> </ul>
7	Mr. Nilanjan Roy	Syngene International Limited	Independent Director	<b>Chairperson:</b> <ul style="list-style-type: none"> <li>Risk Management Committee</li> </ul> <b>Member:</b> <ul style="list-style-type: none"> <li>Audit Committee</li> <li>Stakeholders Relationship and ESG Committee</li> </ul>
8	Ms. Manja Boerman	Syngene International Limited	Independent Director	<b>Member:</b> <ul style="list-style-type: none"> <li>Science and Technology Committee</li> <li>Risk Management Committee</li> <li>Stakeholders Relationship and ESG Committee</li> </ul>

**Note:** Directorship in companies includes Syngene International Limited.

Composition of the Board and details of Directorship and Committee membership/Chairmanship held in other Companies as on March 31, 2025:

Name of the Director	DIN	Designation	Directorship#	Committees	
			Indian Public Companies	Chairmanship*	Membership*
Non-Executive Directors					
Kiran Mazumdar Shaw	00347229	Non-Executive Chairperson	7	-	-
Professor Catherine Rosenberg	06422834	Director	1	-	1

Name of the Director	DIN	Designation	Directorship#	Committees	
			Indian Public Companies	Chairmanship*	Membership*
Independent Directors					
Vinita Bali	00032940	Lead Independent Director	2	-	2
Dr Kush Parmar	09212020	Director	1	-	-
Nilanjan Roy	02703775	Director	1	-	2
Manja Boerman	10655368	Director	1	-	1
Sharmila Abhay Karve	05018751	Director	6	5	7
Dr Vijay Kuchroo	07071727	Director	1	-	-

**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, 2025, the following Non-Executive Directors hold equity shares in the Company.

Name	Shareholding as on March 31, 2025
Kiran Mazumdar Shaw	21,964
Prof Catherine Rosenberg (Held jointly with spouse: Ravi Rasendra Mazumdar)	8,806
Dr. Vijay Kuchroo	50,000

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. For the current financial year, they have also submitted revised declarations in compliance with the amended SEBI Listing Regulations.

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](http://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 24, 2024, July 24, 2024, October 23, 2024 and January 23, 2025. 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, cyber security landscape & risks associated it and on site visit to our CSR projects. Updates on the latest developments affecting the Company and the Contract Research Organisation (CRO) 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 <https://www.syngeneintl.com/investor-relations/corporate-governance>.

### 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, 2025.

### Board Skill, Expertise and Competencies

The table below highlights the Core Areas of Expertise/Skills/Competencies of the Board members as of April 01, 2025:

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

### Board Evaluation

In 2024–25, the Board's performance was independently evaluated by Egon Zehnder, as agreed with the Nomination and Remuneration Committee. The review assessed the Board's effectiveness, governance practices, composition, strategic focus, and interaction with Management.

The evaluation confirmed the Board's strengths and commitment to continuous improvement, while highlighting areas for enhancement such as strategic alignment with Management, active involvement of Independent Directors, leadership development, and Board composition.

Suggestions included fostering stronger Board cohesion through in-person meetings & incorporating external perspectives. The Board found the process constructive and has agreed to regularly review progress on key areas to ensure sustained effectiveness.

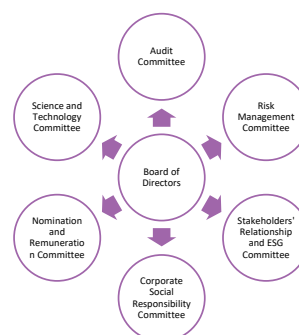
### COMMITTEES OF THE BOARD

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.

### 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:



### AUDIT COMMITTEE

The Board, on October 19, 2011, constituted the Audit and Risk Committee. The Audit Committee comprises three Independent Directors as of March 31, 2025, namely Sharmila Abhay Karve as Chairperson and Vinita Bali and Nilanjan Roy as members.

**The attendance of members at the meetings of the Audit Committee held in FY 2024-25 is given below:**

Name	Category	No. of Meetings which the member was entitled to attend	Meetings attended
Sharmila Abhay Karve <sup>©*</sup>	ID	8	8
Paul Blackburn <sup>©</sup>	ID	2	2
Vinita Bali	ID	8	7
Nilanjan Roy	ID	8	8

<sup>©</sup>: Chairperson ID: Independent Director

<sup>§</sup>Mr. Paul Blackburn ceased to be the Chairperson and Member of the Audit Committee w.e.f. July 23, 2024.

\*Ms. Sharmila Abhay Karve was appointed as Chairperson of the Audit Committee w.e.f. July 24, 2024.

**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:
  - 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.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Compliance with the applicable Accounting Standards issued by ICAI or other appropriate authority.
  - Disclosure of any related party transactions and review subsequent modification in the related party transactions with related parties of the Company.
  - 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 Rs. 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.
- 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:
  - Need for merger/ demerger/ amalgamation/ arrangement.
  - Rationale of the scheme
  - Synergies of business of the entities involved in the scheme.
  - Impact of the scheme on the shareholders
  - Cost benefit analysis of the scheme
- To undertake self-evaluation of its functioning and identification of areas for improvement towards better governance.
- To review and reassess periodically the adequacy of Audit Committee charter and recommend any proposed change to Board for its approval.

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

During the year, eight meetings of the Committee were held on April 03, 2024, April 24, 2024, July 23, 2024, September 17, 2024, October 22, 2024, January 22, 2025, February 23, 2025 and March 12, 2025. Apart from the quarterly meetings scheduled to discuss the financial results, four additional meetings were held during the year to discuss matters other than financial results. The Statutory Auditors attended the quarterly meetings of the Audit Committee in which the financials were noted. 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. The Company Secretary 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 24, 2024.

## 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, 2025, namely Nilanjan Roy as Chairman and Dr. Kush Parmar and Manja Boerman as members.

## 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.

The attendance of the members in the Risk Management Committee Meetings held in FY 2024-25 is given below:

Name	Category	No. of Meetings which the member was entitled to attend	Meetings attended
Nilanjan Roy ©	ID	4	4
Paul Blackburn §	ID	2	2
Jonathan Hunt*	ED	4	4
Kush Parmar	ID	4	3
Manja Boerman	ID	2	2

©: Chairman ID: Independent Director, NED: Non-Executive Director, ED – Executive Director

§Mr. Paul Blackburn ceased to be the Chairperson and Member of the Risk Management Committee w.e.f. July 23, 2024.

\*Jonathan Hunt had resigned as Managing Director & Chief Executive Officer of the Company with effect from February 10, 2025.

#### 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 23, 2024, July 22, 2024, October 22, 2024 and January 22, 2025.

#### 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 Environmental, 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, 2025, namely Sharmila Abhay Karve, Independent Director as the Chairperson, Nilanjan Roy and Manja Boerman, Independent Directors and Professor Catherine Rosenberg, Non-Executive Director as Members.

The attendance of Members at the Stakeholders Relationship and ESG Committee Meetings held in FY 2024-25 is given below:

Name	Category	No. of Meetings which the member was entitled to attend	Meetings attended
Sharmila Abhay Karve©	ID	4	4
Jonathan Hunt*	ED	4	4
Professor Catherine Rosenberg	NED	4	4
Paul Blackburn <sup>§</sup>	ID	2	2
Nilanjan Roy	ID	4	4
Manja Boerman <sup>#</sup>	ID	3	3

©: Chairperson ID: Independent Director; NED: Non-Executive Director, ED – Executive Director

§Mr. Paul Blackburn ceased to be the Chairperson and Member of the Stakeholders Relationship and ESG Committee w.e.f. July 23, 2024.

\*Jonathan Hunt had resigned as Managing Director & Chief Executive Officer of the Company with effect from February 10, 2025.

#Manja Boerman was appointed as a Member with effect from July 24, 2024.

### 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 this 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, 2024, July 23, 2024, October 22, 2024 and January 22, 2025.

Sharmila Abhay Karve, Chairperson of the Committee was present at the last AGM held on July 22, 2024. There were no shareholders' complaints received and resolved during the financial year ended March 31, 2025. There were however 14 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

Priyadarshini Mahapatra 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, she facilitates the timely dissemination of information, along with pertinent supporting documents, to Directors and the Senior Management team. Additionally, she 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 one Non-Executive Director as on March 31, 2025, namely Prof. Catherine Rosenberg, Non-Executive Director as Chairperson and Dr Vijay Kuchroo, Independent Director and Vinita Bali Independent Director as Members.

**The attendance of the members at the meetings of the CSR Committee during the FY 2024-25 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	ID	4	4
Dr Vijay Kuchroo	ID	4	4

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

#### 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 approve the guidelines framed under the Employee Code of Conduct"
- To integrate Environmental, Social, and Governance (ESG) principles into the CSR strategy, aligning initiatives with sustainable business practices and governance standards to ensure robust oversight, environmental stewardship, and adherence to social benchmarks."
- 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 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 23, 2024, July 22, 2024, October 21, 2024 and January 21, 2025.

The CSR Report as required under the Companies Act, 2013 for the year ended March 31, 2025, 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, 2025, namely Dr Vijay Kuchroo, Independent Director as the Chairperson, Dr Kush Parmar and Ms. Manja Boerman, Independent Directors and Professor Catherine Rosenberg, Non-Executive Directors as Members. Dr. Jayashree Aiyar was appointed as the Chief Scientific Officer (CSO) to lead the Company's scientific and technological strategy, fostering innovation and strengthening capabilities across discovery, development, and manufacturing.

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
Dr Vijay Kuchroo©	ID	4	4
Mr Jonathan Hunt	ED	4	4
Ms. Manja Boerman*	ID	3	3
Professor Catherine Rosenberg	NED	4	3
Dr Kush Parmar	ID	4	4

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

\*Ms. Manja Boerman was appointed as a Member of the Committee with effect from the July 24, 2024.

#### 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;
- 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.

During the financial year, four meetings of the Committee were held on April 23, 2024, July 23, 2024, October 22, 2024 and January 22, 2025.

#### 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 three Independent Directors and one Non-Executive Director as on March 31, 2025, namely Vinita Bali, Independent Director as the Chairperson and Dr Vijay Kuchroo, Sharmila Abhay Karve, Independent Directors, and Professor Catherine Rosenberg, Non-Executive Director as Members.

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
Vinita Bali ©	ID	9	9
Professor Catherine Rosenberg	NED	9	9
Sharmila Abhay Karve	ID	9	9
Dr Vijay Kuchroo	ID	9	8

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

#### 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. For appointment of an independent director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of the independent director;
  - 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;
  - 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 amended;
    - (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended;
  - 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 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.
- During the financial year, Eight meetings of the Committee were held on April 23, 2024, May 23, 2024, July 09, 2024, July 22, 2024, August 09, 2024, October 21, 2024, January 21, 2025, February 04, 2025 and February 10, 2025.

## Senior Management

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

- **Mr. Pramuch Goel appointed as Head of Corporate Affairs**, in the capacity of Senior Management Personnel with effect from August 05, 2024
- **Mr. Sibaji Biswas– Executive Director & Chief Financial Officer** resigned from his position effective from close of working hours on November 30, 2024.
- **Mr. Deepak Jain – Chief Financial Officer** was appointed effective from December 01, 2024.
- **Dr. Jayashree Aiyar – Chief Scientific Officer** was appointed effective from October 23, 2024.
- **Mr. Jonathan Hunt– Managing Director & Chief Executive Officer** resigned from his position effective from February 10, 2025.

## 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, Jonathan Hunt held the position of Managing Director & CEO and Sibaji Biswas held the position of Executive Director & CFO. All other directors are Non-Executive Directors. Jonathan Hunt has been appointed as the Managing Director & CEO of the Company w.e.f April 01, 2020, for a period of five years, which was approved by the shareholders at the 27th Annual General Meeting of the Company held on July 22, 2020. He was further reappointed for a period of 5 years w.e.f April 01, 2024. The remuneration of Jonathan Hunt and Sibaji Biswas 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.

Meetings	Board Fee (Annual Basis) Amount in USD	
	Chairman	Members
Board Meeting	1,00,000	50,000
Audit Committee	24,000	16,000
Nomination & Remuneration Committee	20,000	12,000
Corporate Social Responsibility Committee	12,000	8,000
Risk Management Committee	12,000	8,000
Stakeholders Relationship & Environmental, Social & Governance (ESG) Committee	12,000	8,000
Science & Technology Committee	12,000	8,000

Sitting fee will be paid on the basis of USD 1000 per meeting of the Board/Committee and this will be 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 (ie. 25% each quarter) will be paid for the first three quarters after adjusting quarterly sitting fees. Commission for the 4th 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 Profit for the relevant year.

The details of remuneration and sitting fees paid or provided to all the Directors during the year ended March 31, 2025, are as under:

(Rs. in Mn)

Name of the Director	Salary & Perquisites <sup>@</sup>			Others		Total
	Fixed Pay + Bonus	Stock Options	Retiral Benefits*	Commission	Sitting Fees	
Kiran Mazumdar Shaw	-	-	-	9.26	0.69	9.94
Jonathan Hunt*	140.99	-	-	-	-	140.99
Sibaji Biswas <sup>#</sup>	120.81	-	-	-	-	120.81
Prof. Catherine Rosenberg	-	-	-	6.68	2.58	9.26
Kush Parmar	-	-	-	5.64	1.03	6.68
Vinita Bali	-	-	-	8.72	2.32	11.04
Paul F Blackburn <sup>§</sup>	-	-	-	0.69	0.26	0.95
Sharmila Abhay Karve	-	-	-	7.54	2.49	10.03
Dr Vijay Kuchroo	-	-	-	6.33	2.06	8.40
Mr. Nilanjan Roy	-	-	-	6.93	1.98	8.91
Ms. Manja Boerman	-	-	-	5.73	1.38	7.11

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.

@Excludes value of perquisite upon exercise of stock options which were granted during earlier financial years. The amount under stock options denotes the value of the Performance stock units granted during the year.

#### Service Contracts, Notice Period and Severance Fees

As on March 31, 2025, the Board comprised eight members with eight Non-Executive Directors, of which six are Independent Directors. Jonathan Hunt, 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

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

S. No	Financial Year	Date and Time	Location	Special Resolutions Passed
1	2021-22	July 20, 2022, 3:30 P.M.	Held through video conference ("VC")/ other audio-visual means ("OAVM") deemed to be held at Biocon Campus, 20 <sup>th</sup> K.M. Hosur Road, Hebbagodi, Bengaluru, 561229	1. To re-appoint Sharmila Abhay Karve (DIN: 05018751) as an Independent Director of the Company. 2. To approve amendments to the Syngene Restricted Stock Unit Long Term Incentive Plan FY2020.
2	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, 20 <sup>th</sup> K.M. Hosur Road, Hebbagodi, Bengaluru, 561229	1. No special resolutions were passed at this Annual General Meeting.
3	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 Campus, 20 <sup>th</sup> K.M. Hosur Road, Hebbagodi, Bengaluru, 561229	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.

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

During the fiscal 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) or Devika Satyanarayana, Practicing Company Secretary, Bengaluru (FCS 11323; CP 17024), 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 2024

Date of Postal Ballot Notice: April 24, 2024

Voting Period: From Sunday, May 12, 2024 (9:00 hours IST) until Monday, June 10, 2024 (17:00 hours IST).

Date of Approval: June 10, 2024

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 re-appointment of Mr. Jonathan Brittan Hunt (DIN:07774619) as Managing Director and Chief Executive Officer of the Company	Ordinary	34,88,81,553	33,57,16,724	96.23	1,31,64,829	3.77
2	To approve the appointment of Mr. Sibaji Biswas (DIN: 06959449) as Executive Director & Chief Financial Officer of the Company	Ordinary	34,88,81,555	33,57,94,790	96.25	1,30,86,765	3.75
3	To approve the appointment of Mr. Nilanjan Roy (DIN: 02703775) as an Independent Director of the Company	Special	34,88,81,548	34,88,77,347	100	4,201	-

## 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](http://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](http://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.

## General Shareholders' Information

Day, Date, Time and Venue of the Annual General Meeting (AGM)	Wednesday, July 23, 2025, at 3.30 PM through video conferencing/other audio-visual means. The deemed venue for the meeting shall be Biocon Campus, 20th K.M. Hosur Road, Hebbagodi, Bengaluru, 560100.
Financial year	1 <sup>st</sup> day of April to 31 <sup>st</sup> day of March in the next calendar year
Dividend payment date	On or before August 22, 2025
Date of Book Closure / Record Date / Cut off	June 27, 2025
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	Rs. 10/-
Date of Listing	August 11, 2015
<b>Financial calendar for 2025-26 (tentative dates)</b>	
For the quarter ending June 2025	July 23, 2025
For the quarter ending September 2025	November 05, 2025
For the quarter ending December 2025	January 22, 2026
For the quarter ending March 2026	April 29, 2026

As on March 31, 2025, 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, 2025. 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, 2025.

## Disclosure of certain types of agreements binding listed entities

There no such agreements entered into by the Company during FY25.

## Distribution of shareholding by the number of shares as of March 31, 2025

Sl. No	Category	Number of Shares	% to paid up Capital
1	Promoters & Promoter Group	21,22,83,697	52.74
2	Foreign Institutional Investors	7,83,69,040	19.47
3	NRI & Foreign Nationals	16,07,285	0.40
4	Mutual Funds, Banks, NBFCs, AIFs, QIBs, Clearing Members	8,65,59,475	21.50
5	Directors	50,000	0.01
6	Bodies Corporate	11,95,354	0.30
7	Indian Public & Others	2,12,83,010	5.29
8	Trusts	17,453	0.00
9	Non-Promoter Non-Public	11,71,667	0.29
<b>TOTAL</b>		<b>40,25,36,981</b>	<b>100</b>

## List of shareholders holding more than 1% of the paid-up share capital as of March 31, 2025

Sl. No	Name	Shareholding	% to paid up Capital
1	Biocon Limited	21,11,85,608	52.46
2	ICICI Prudential Innovation Fund	2,06,39,918	5.13
3	Mirae Asset Equity Savings Fund	1,58,77,366	3.94
4	Government Of Singapore	1,18,37,989	2.94
5	Government Pension Fund Global	99,94,155	2.48
6	Nippon Life India Trustee Ltd-A/C Nippon India FLE	75,46,644	1.87
7	UTI Nifty Midsmallcap 400 Momentum Quality 100 Ind	73,49,289	1.83
8	LICI New Endowment Plus-Growth Fund	71,83,419	1.78
9	DSP Nifty Healthcare ETF	45,20,994	1.12
<b>TOTAL</b>		<b>29,61,35,382</b>	<b>73.55</b>

## Distribution of shareholding by number of shares as on March 31, 2025

Sl. No	Category	No of shareholders	% to shareholders	Total Shares	% to Paid up Share Capital
1	1-5000	1,20,585	94.52	78,09,095	1.94
2	5001- 10000	3,565	2.79	26,44,928	0.66
3	10001- 20000	1,793	1.41	25,46,024	0.63
4	20001- 30000	443	0.35	11,17,823	0.28
5	30001- 40000	198	0.16	7,03,817	0.17
6	40001- 50000	126	0.10	5,76,836	0.14
7	50001- 100000	289	0.23	20,95,426	0.52
8	100001& Above	581	0.46	38,50,43,032	95.65
<b>TOTAL</b>		<b>1,27,580</b>	<b>100.00</b>	<b>40,25,36,981</b>	<b>100.00</b>

## 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, 2025.

## 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 notes to the financial statements.

## Statement showing un-claimed dividend as of March 31, 2025

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 2025. 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 Rs.)	Amount of unclaimed dividend/IPO refund as of March 31, 2025 (in Rs.)	Due date for transfer of unclaimed dividend amount to IEPF (IEPF rule 3(1))
1	2017-18	Final Dividend	1.00	53,080.00	August 29, 2025
2	2018-19	Final Dividend	0.50	37,912.00	August 26, 2026
3	2021-22	Final & Special Dividend	1.00	64,980.00	August 19, 2029
4	2022-23	Final & Special Dividend	1.25	80,254.00	August 29, 2030
5	2023-24	Final Dividend	1.25	1,09,170.00	August 25, 2031

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 2016-17 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
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### Address for Correspondence

<b>Financial Disclosure</b> Deepak Jain Chief Financial Officer Tel: 91 80 – 6891 9807 E-mail id: Deepak.jain@syngeneintl.com	<b>For queries related to shares / dividend / compliance</b> Chethan Yogesh Head - Company Secretarial Tel.: 91 80 - 6891 8781 E-mail id: Chethan.Yogesh@syngeneintl.com
<b>Media</b> Shotorupa Ghosh Corporate Communications Tel: 91 - 8450977080 E-mail id: Shotorupa.Ghosh@syngeneintl.com	<b>Investor Relations (Investors &amp; Research Analysts)</b> Nandini Agarwal Investor Relations Tel.: 91 80 - 6891 9807 E-mail id: Nandini.Agarwal@syngeneintl.com
<b>Regd. Office Address</b> 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	<b>Registrar and Share Transfer Agents</b> 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 November 25, 2024, has reaffirmed the long-term rating as "CRISIL AA+/Stable" and reaffirmed the short-term rating as "CRISIL A1+". ICRA Limited ("ICRA") vide its letter dated August 30, 2024, 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 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, 2025, 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, 2025. These financial statements were authorised for issuance by the Board on April 23, 2025.

## 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 2024-25.

## 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	5
2	Number of complaints disposed of during the financial year	5
3	Number of complaints pending as at the end of the financial year	0

## 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 5.

## 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, 2025.

## 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, 2025.

**For Syngene International Limited**

Date: April 23, 2025  
Place: Bengaluru

**Peter Bains**  
Managing Director & Chief Executive Officer

# BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

## SECTION A: GENERAL DISCLOSURES

### I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L85110KA1993PLC014937
2.	Name of the Listed Entity	Syngene International Limited
3.	Year of incorporation	1993
4.	Registered office address	<b>Syngene International Limited</b> Biocon SEZ, Biocon Park, Plot No. 2 & 3, Bommasandra Industrial Area IV Phase, Jigani Link Rd, Bommasandra Bengaluru- 560099, Karnataka, India
5.	Corporate address	<b>Syngene International Limited</b> 'The Hub', Tower 8A, 360 Degree Business Park, Doddathoguru, Electronic City, Phase 1, Bengaluru, Karnataka 560100
6.	E-mail	investor@syngeneintl.com
7.	Telephone	080-6891 9191
8.	Website	www.syngeneintl.com
9.	Financial year for which reporting is being done	2024-2025
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited National Stock Exchange of India Limited
11.	Paid-up Capital	Rs. 4,02,93,94,200
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Deepak Jain Tel.: 080-6891 5000 Email Id: investor@syngeneintl.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Disclosures made in this report are on a consolidated basis covering wholly-owned subsidiaries. Certain restatements have been made to address changes in methodology while maintaining consistency and comparability.
14.	Name of assurance provider	Deutsch Quality Systems (India) Private Limited
15.	Type of assurance obtained	Reasonable Assurance for BRSR Core Indicators

### II. Products /Services

#### 16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Contract research, development and manufacturing services	Provide scientific solutions through integrated research, development and manufacturing	100%

#### 17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code*	% of Turnover of the entity
1.	Contract research, development and manufacturing services	NIC Code: 72 (Scientific Research and Development)	100%

\*As per National Industrial Classification – Ministry of Statistics and Programme Implementation

### III. Operations

#### 18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
Bangalore	5	2	7
Mangalore	1	0	1
Hyderabad	2	0	2

As part of its strategic expansion, Syngene USA Inc. acquired a state-of-the-art biologics facility from Emergent Manufacturing Operations Baltimore, LLC for USD 36 million, expanding its global biologics footprint.

#### 19. Markets served by the entity:

##### a. Number of locations

Locations	Number
National (No. of States)	8
International (No. of Countries)	34

##### b. What is the contribution of exports as a percentage of the total turnover of the entity?

Exports contribute to 95% of the revenue from operations for FY25.

##### c. A brief on types of customers:

- (i) Large Biopharma: Companies with R&D spends greater than \$1 Bn
- (ii) Mid-sized Biopharma: Companies with R&D spends less than \$1 Bn and greater than \$200 Mn
- (iii) Emerging Biopharma: Companies with R&D spends less than \$200 Mn
- (iv) Animal Health companies
- (v) Agrochemical: Companies focussed on largely agriculture and nutrition segments
- (vi) Chemical/Polymers: Performance and speciality materials and chemicals

### IV. Employees

#### 20. Details as at the end of Financial Year:

##### a. Employees and workers (including differently abled): Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			% (B)	No. (B / A)	No.(C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	6533	4804	73.5%	1729	26.5%
2.	Other than Permanent (E)	519	424	81.7%	95	18.3%
3.	Total employees (D + E)	7052	5228	74%	1824	26%
WORKERS						
4.	Permanent (F)					
5.	Other than Permanent (G)	1183	980	83%	203	17%
6.	Total workers (F + G)	1183	980	83%	203	17%

##### b. Differently abled Employees and workers\*:

S. No.	Particulars	Total (A)	Male		Female	
			No.(B)	% (B / A)	No.(C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	1	1	100%	0	0
2.	Other than Permanent (E)					
3.	<b>Total differently-abled employees (D + E)</b>	<b>1</b>	<b>1</b>	<b>100%</b>	<b>0</b>	<b>0</b>
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	-	-	-	-	-
5.	Other than Permanent (G)	-	-	-	-	-
6.	<b>Total differently-abled workers (F + G)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Employees and workers have been categorised as follows:

Permanent employees: all permanent employees on the payroll (full-time and part-time)

Other than permanent employees: Contractual associates, interns, trainees, partners

Permanent Workers: (none)

Other than permanent workers: casual staff, administration, security, housekeeping

\*Based on self-declaration at joining

## 21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No.(B)	% (B / A)
Board of Directors	8	5	62.5%
Key Management Personnel	2	1	50%

The above is as on March 31, 2025.

## 22. Turnover rate for permanent employees and workers

	FY25 (Turnover rate in current FY)			FY24 (Turnover rate in previous FY)			FY23 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	23.2%	27.0%	24.2%	17.2%	25.7%	19.5%	22.2%	30.4%	24.4%
Permanent Workers*	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

\*The Company does not have any permanent workers. Provided Voluntary Turnover rate (Involuntary exit is not considered for calculation)

## V. Holding, Subsidiary and Associate Companies (including joint ventures)

### 23. (a) Names of holding /subsidiary /associate companies /joint ventures:

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Biocon Limited	Holding	-	No
2.	Syngene USA Inc.	Subsidiary	100%	Yes
3.	Syngene Scientific Solutions Limited	Subsidiary	100%	Yes
4.	Syngene Manufacturing Solutions Limited	Subsidiary	100%	Yes

## VI. CSR Details

### 24. (i) Whether CSR is applicable as per Section 135 of the Companies Act, 2013: Yes

(ii) Turnover (in Rs. Mn): 34,438

(iii) Net worth (in Rs. Mn): 46,389

## VII. Transparency and Disclosures Compliances

## 25. Complaints/Grievances on any of the principles (Principle 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)*	FY25			FY24		
		Current Financial Year			Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	Nil	Nil	Nil	Nil	Nil	Nil
Investors (other than shareholders)	Yes	Nil	Nil	Nil	Nil	Nil	Nil
Shareholders	Yes	Nil	Nil	Nil	Nil	Nil	Nil
Employees and workers	Yes	14	2	NA	08	2*	Nil
Customers	Yes	4	1	Nil	10	1*	Nil
Value Chain Partners	Yes	10	1	Nil	14	Nil	Nil
Other (please specify)	NA	NA	NA	NA	NA	NA	NA

\*Some of the policies guiding the Company's conduct with its stakeholders, including grievance mechanisms are placed on the Company's website. The weblink is <https://www.syngeneintl.com/investors/corporate-governance/governance-reports-policies/>. In addition, there are internal policies placed on the intranet of the Company.

Refer the supplier grievance portal in this link: <https://www.syngeneintl.com/suppliers-corner>.

@These cases have since been resolved.

## 26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along with its financial implications:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Risk arising from inability to ensure adequate management of safety hazards within operations.	Risk	This risk is an intrinsic part of our business because it involves the storage, transportation, and handling of hazardous materials.	<p>Safety is our top priority across all operations.</p> <ul style="list-style-type: none"> <li>Safety is prioritized in all operations, through implementation of KAVACH (governance, training, best practices).</li> <li>We drive safety consciousness via communication, strict protocol monitoring, and near-miss reporting/learning.</li> <li>Safety leadership has been integrated into management roles (job descriptions/targets) and factor safety performance into all performance assessments and personnel decisions.</li> </ul>	Negative - Safety hazards can lead to adverse consequences, including loss of life, property damage, financial loss, and harm to reputation.



S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2	Risk of noncompliance to environmental / health/ safety regulations leading to loss of license to operate/ reputational damage	Risk	Due to the inherent nature of our operations, the company is required to comply with environmental, health, and safety regulations.	<p>Syngene mitigates the risk of regulatory noncompliance (specifically regarding environment, health, and safety) through a strategy of identification, resolution, and escalation, which includes:</p> <ul style="list-style-type: none"> <li>Monitoring relevant regulations through a dedicated governance process.</li> <li>Assuring compliance using Synpliance (Compliance Management Tool) and a specialized legal/regulatory help desk.</li> </ul>	Negative - Noncompliance can result in negative consequences, including legal, regulatory, financial, and reputational damage.
3	Risk arising from Inadequate cybersecurity controls leading to loss of data	Risk	Risk is an integral part of Syngene's business, as we rely on IT infrastructure to store critical information.	<p>Cybersecurity is addressed through a multi-layered approach encompassing technology, process, and people:</p> <ul style="list-style-type: none"> <li>Technology: Best-in-class cybersecurity solutions are deployed within a framework that is constantly reviewed and upgraded to address emerging threats.</li> <li>Process: Cybersecurity management is governed by international standards like ISO 27001, with regular vulnerability assessments conducted to stress test the system. A program also monitors potential confidential data leakage.</li> <li>People: Employees receive continuous education and awareness training on cyber threats and phishing risks.</li> </ul>	Negative - Noncompliance can result in legal, financial, reputational, and regulatory consequences.
4	Risk arising from failure to uphold high standards of business integrity and ethics	Risk	For Syngene, upholding business integrity and ethics is not just a regulatory necessity but a strategic business imperative. Ethical lapses can result in severe financial, operational, and reputational damage, making this risk one of the most critical to manage effectively.	<p>The approach to risk mitigation has the following elements:</p> <ul style="list-style-type: none"> <li>An Anti-Bribery and Anti-Corruption (ABAC) policy has been implemented for all employees and partners.</li> <li>A structured communication program and annual refresher training ensure widespread awareness of the policy.</li> </ul>	Negative - Noncompliance can result in legal, financial, reputational, and regulatory repercussions.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Delay or disruption in sourcing raw materials, equipment and spares in a timely manner due to disruption in local or global supply chain thereby leading to delayed delivery of services to clients. Not able to source cost effectively will reduce Syngene's competitiveness.	Risk	Syngene manages a complex supply chain requiring advanced sourcing expertise, timely deliveries, and strict adherence to precise specifications by its suppliers.	<p>The risk associated with sourcing resilience is managed by the following programs:</p> <ul style="list-style-type: none"> <li>• Build a local ecosystem of raw material supply.</li> <li>• Aggregate demand to incentivize global suppliers to establish local warehouses.</li> <li>• Develop category management capabilities.</li> <li>• Build resilience in logistics.</li> <li>• Strengthen capabilities for de-risking reliance on China.</li> <li>• Improve sourcing speed.</li> </ul>	Negative - This risk may lead to negative outcomes, including business loss, financial setbacks, and reputational damage.
6	Risk arising from disruption in operations caused by shortage of water. (Primary location of concern is Bangalore.)	Risk	Given Bangalore's water challenges and Syngene's high dependency on water for critical operations, this risk is a major operational and strategic concern. Proactive water conservation, alternative sourcing, and contingency planning are essential to mitigate potential disruptions and ensure long-term business continuity.	<p>The following measures have been taken to ensure that Syngene never runs out of water for its operations:</p> <ul style="list-style-type: none"> <li>• Establish and secure both primary and backup water sources.</li> <li>• Implement measures to optimize and reduce water consumption.</li> <li>• Consider water availability as a key factor when selecting new facility locations.</li> <li>• Enhance water resilience through recycling, rainwater harvesting, and on-site water storage solutions to mitigate potential disruptions in external supply.</li> </ul>	Negative – This risk may lead to disruption in Syngene's day to day operations during peak summer season.
7	Promotion of inclusion and diversity	Opportunity	A diverse and inclusive workforce brings fresh perspectives and a wide range of experiences, driving innovation and enabling sustained value creation. We are dedicated to fostering a workplace that celebrates the individuality of our employees and prioritizes their well-being.	Not applicable	Positive - A diverse workforce, representing various genders, ages, ethnicities, and abilities, fosters innovation, encourages fresh perspectives, and contributes to a more productive overall environment.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
8	Capital allocation and productivity	Opportunity	Capital allocation and productivity channel financial resources into strategic investments and expenditures aligned with the defined objectives.	Not applicable	Positive – creates value for stakeholders
9	Community Engagement	Opportunity	This supports the creation of shared value in our local communities, advancing social and economic equity with a focus on community health, environmental sustainability, research, and science education.	Not applicable	Positive- Building sustainable solutions in the community

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the National Guidelines for Responsible Business Conduct (NGRBC) Principles and Core Elements. The NGRBC as prescribed by the Ministry of Corporate Affairs advocates nine principles referred as P1-P9 as given below:

P1 Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent and accountable

P2 Businesses should provide goods and services in a manner that is sustainable and safe

P3 Businesses should respect and promote the well-being of all employees, including those in their value chains

P4 Businesses should respect the interests of and be responsive towards all its stakeholders

P5 Businesses should respect and promote human rights

P6 Businesses should respect, protect and make efforts to restore the environment

P7 Businesses when engaging in influencing public and regulatory Policy, should do so in a manner that is responsible and transparent

P8 Businesses should promote inclusive growth and equitable development

P9 Businesses should engage with and provide value to their consumers in a responsible manner

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Policy and management processes</b>									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y*	Y	Y
b. Has the Policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web Link of the Policies, if available	Governance Reports & Policies - Syngene International Ltd (syngeneintl.com)								
2. Whether the entity has translated the Policy into procedures. (Yes / No)	Yes. The Company has translated the policies into procedures and practices, as applicable.								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes. The Supplier's Code of Conduct and Sustainable Procurement Policy covers the abovementioned principles, and the value chain partners are expected to adhere to the outlined requirements.								

<b>4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.</b>	<ul style="list-style-type: none"> <li>i. ICH Series guidelines</li> <li>ii. GxP standards (the global standard for documentation-ALCOA+)</li> <li>iii. Organization for Economic Co-operation and Development (OECD) guidelines</li> <li>iv. USFDA Good Manufacturing Practices</li> <li>v. EU Good Manufacturing Practices</li> <li>vi. Japan Good Manufacturing Practices</li> <li>vii. Health Canada Good Manufacturing Practices</li> <li>viii. India Good Manufacturing Practices (as per Schedule – M of Drugs and Cosmetics Act)</li> <li>ix. OECD document No. 22 Advisory Document of the Working Party on Good Laboratory Practice on GLP Data Integrity GLP (Good Laboratory Practices)</li> <li>x. Certification by the National GLP Compliance Monitoring Authority, Government of India</li> <li>xi. New Drugs and Clinical Trials Rules, 2019 and its amendments by Central Drugs Standard Control Organization, India</li> <li>xii. ISO Certificate for Quality Management System (ISO 9001:2015)</li> <li>xiii. ISO Certificate of Registration for Medical Device Quality Management (ISO 13485:2016)</li> <li>xiv. ISO IEC 17025:2017, National Accreditation Board for Testing and Calibration Laboratories (NABL)</li> <li>xv. ISO 15189:2012, NABL &amp; College of American Pathologists (CAP) for Clinical and Molecular diagnostics</li> <li>xvi. ISO Certificate for Information Security Management System (ISO/IEC 27001:2013)</li> <li>xvii. ISO Certificate for Occupational Health and Safety Management System (ISO 45001:2018)</li> <li>xviii. ISO Certificate for Environment Management System (ISO 14001:2015)</li> <li>xix. The clinical development operations and facilities are inspected for compliance with ICH GCP by the regulatory authority ANVISA - Brazil.</li> <li>xx. The Company has also committed to Science Based Targets initiatives (SBTi)</li> </ul>
<b>5. Specific commitments, goals and targets set by the entity with defined timelines, if any.</b>	<ul style="list-style-type: none"> <li>i. ESG assessments &amp; awareness workshops for 80% suppliers, by spend, by FY 2027</li> <li>ii. We are committed that 81.6% of its suppliers by emissions covering purchased goods and services, capital goods, and upstream transportation and distribution will have science-based targets by FY 2028.</li> <li>iii. Formulating a supplier diversity policy and increasing our spend on diverse suppliers.</li> <li>iv. Anti Bribery Anti-Corruption compliance (ABAC) as a core requirement in sourcing decisions.</li> <li>v. 100% supplier to adhere to our Supplier Code of Conduct (SCOC)</li> </ul>
<b>6. Performance of the entity against the specific commitments, goals and targets along with reasons in case the same are not met.</b>	<ul style="list-style-type: none"> <li>i. Sustainable Procurement Handbook to integrate ESG parameters into sourcing decisions.</li> <li>ii. Sustainable procurement training conducted for 140+ strategic sourcing team employees.</li> <li>iii. 44% suppliers by spend are assessed on ESG parameters.</li> <li>iv. Safety training conducted for 211 vendors.</li> <li>v. 26 safety audits conducted.</li> <li>vi. 26% of suppliers by emissions are committed to Science Based Target Initiative.</li> <li>vii. 94% suppliers have signed-off Supplier Code of Conduct (SCOC). The SCOC sign-off is a required step in the process of onboarding new suppliers.</li> <li>viii. Formulated the supplier diversity policy.</li> <li>ix. 100% suppliers are ABAC compliant.</li> <li>x. Quality Management: 111 audits of operations conducted for FY25.</li> </ul>

Governance, leadership and oversight	
<b>7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements</b>	<p><i>"At Syngene, our commitment to Environmental, Social, and Governance (ESG) principles continues to shape our strategy and operations. This year, we took a significant step forward by committing to science-based targets. While navigating challenges such as evolving regulatory expectations and climate-related risks, we remained focused on meeting our ESG goals through data-driven decision-making, stakeholder collaboration, and the promotion of responsible sustainability practices. Our aim is to build resilience and long-term value; not just within our operations, but across our entire ecosystem, thereby contributing meaningfully to a more sustainable and equitable future."</i></p> <p>Peter Bains Managing Director &amp; CEO</p>
<b>8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).</b>	<p>The governance related to Business Responsibility policies is implemented and reviewed by the Executive Committee, with oversight from the Stakeholders Relationship and ESG Committee of the Board.</p>

<b>9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.</b>	Yes, the Stakeholders Relationship and ESG Committee is responsible for decision-making on sustainability-related issues.  In addition, the Risk Management Committee also assesses risks pertaining to specific principles of business responsibility as identified by the Committee.
<b>10. Details of Review of NGRBCs by the Company:</b>	
Performance against above policies and follow up action	The Stakeholders Relationship and ESG Committee of the Board assesses the Business Responsibility (BR) and ESG performance of the Company on a quarterly basis and reports to the Board. The Board assesses the report on BR on an annual basis based on the recommendation of the Stakeholders Relationship and ESG Committee.
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The Board reviews the status of compliance with all applicable statutory requirements on a quarterly basis.
<b>11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/ No). If yes, provide name of the agency.</b>	Deutsch Quality Systems (India) Private Limited has carried out an assurance for BRSR Core Indicators.

**12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:**

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/ No)	<b>Not Applicable</b>								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

*\*Syngene is actively involved in influencing public policies by engaging with external stakeholders, regulatory authorities, and industrial associations. Although the company shares its expertise to aid in the formulation of public policy, it does not directly engage in lobbying or advocacy activities. Therefore, there is no specific policy for this purpose. However, the Business Responsibility Policy covering the nine NGRBC principles has been approved by the Board of Directors on the recommendation of the Stakeholders' Relationship and ESG Committee.*

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

### PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators			
1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:			
Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes*
Board of Directors	3	The Company conducted programmes for its Board of Directors during the year which covered topics such as strategy building, business model and overview of business units, CSR visits, cyber security updates and other updates were provided.	100%
Key Managerial Personnel	5	Training was undertaken on various topics namely Code of Ethics, Prevention of Sexual Harassment, Data Integrity, Code of Conduct for Prevention of Insider Trading, Anti Bribery Anti Corruption.	100%



Essential Indicators			
1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:			
Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes*
Employees other than BoD and KMPs	61	All employees undergo various training programs throughout the year. Training was undertaken on various topics/aspects namely Code of ethics, Information security, POSH remote work force, data integrity.	a. Code of Ethics – 97% b. Data Integrity – 99% c. Information Security – 98% d. Prevention of Sexual Harassment – 98% e. Anti Bribery Anti Corruption – 99% f. Data Privacy – 99%
<p><b>NOTE:</b> As part of sustaining the license to operate, every employee must complete the eLearning modules on: Code of Ethics and Business Conduct, Prevention of Sexual Harassment (POSH), Information Security and Data Integrity. Any employee who joins the organization goes through the induction where these four topics are covered, and they are assigned these modules with a due date of 30 days. This is also an annual activity for all other employees.</p> <p>Workers don't have access to LMS (Learning Management System), hence no trainings are reported here. However, POSH training was conducted for E &amp; M workers.</p> <p>*Indicates the percentage completion of the course.</p>			

The above disclosure has been made in accordance with the Company's Policy for determination of materiality of events and information for disclosure to the Stock Exchanges.

2. **Details of fines/penalties/punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):**

Refer to the Company's website for all disclosures made under Regulation 30 of SEBI(Listing Obligations and Disclosure Obligations) Regulations,2015 at <https://www.syngeneintl.com/investors/stock-exchange-disclosures/>

The above disclosure has been made in accordance with the Company's Policy for determination of materiality of events and information for disclosure to the Stock Exchanges.

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Refer to the Company's website for all disclosures made under Regulation 30 of SEBI(Listing Obligations and Disclosure Obligations) Regulations,2015 at <https://www.syngeneintl.com/investors/stock-exchange-disclosures/>

4. **Does the entity have an anti-corruption or anti-bribery Policy? If yes, provide details in brief and if available, provide a web-link to the Policy.**

Syngene is committed to conducting business in an honest and ethical manner and displays zero-tolerance towards bribery and corruption. Syngene has implemented anti bribery and anti-corruption governance framework, which includes the Anti-Bribery and Anti-Corruption Policy, Code of Conduct and Supplier Code of Conduct. In terms of the said Policy and Code, Syngene believes in upholding highest ethical standards, does not indulge in bribery or corruption and also sets out the same expectations with all of its suppliers. Syngene's Code of Conduct and Supplier Code of Conduct can be accessed on the Syngene's website at <https://www.syngeneintl.com/investors/corporate-governance/governance-reports-policies>.

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

	FY25 (Current Financial Year)	FY24 (Previous Financial Year)
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. **Details of complaints with regard to conflict of interest:**

	FY25 (Current Financial Year)		FY24 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	Nil	Nil	Nil
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	Nil	Nil	Nil

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest. Not Applicable
8. Number of accounts payables ((Accounts payable \*365) / Cost of goods/services procured) in the following format:

	FY25 (Current Financial Year)	FY24 (Previous Financial Year)
Number of days of accounts payable	136	100

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY25 (Current Financial Year)	FY24 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	18%	19%
	b. Number of trading houses where purchases are made from	597	670
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	29%	28%
Concentration of Sales	a. Sales to dealers/ distributors as % of total sales	Not Applicable	Not Applicable
	b. Number of dealers/ distributors to whom sales are made	Not Applicable	Not Applicable
	c. Sales to top 10 dealers/ distributors as % of total sales to dealers/ distributors	Not Applicable	Not Applicable
Share of RPTs in	a. Purchases from trading houses as % of total purchases	1.8%	0%
	b. Sales (Sales to related parties / Total Sales)	2.6%	3%
	c. Loans & advances (Loans & advances given to related parties/Total loans & advances)	Nil	Nil
	d. Investments (Investments in related parties/Total Investments made)	4%	4%

## Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of awareness programmes held*	Topics/ principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
2	a. Rise of Sustainability & ESG b. Drivers of Sustainable Value Chain c. Expectations from Supply Chain Partners	44%

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

Yes, The Company has put in place a robust framework to ensure ethical business practices and to manage any potential conflicts of interest. This framework consists of two key policies - the "Code of Ethics and Business Conduct" and the "Policy on Related Party Transactions". These policies are mandatory for all board members and are designed to provide a clear process to prevent, manage, and mitigate any conflicts of interest. Transactions with the board members or any entity in which such board members are concerned or interested are required to be approved by the Audit Committee and the Board of Directors. In such cases, the interested directors abstain from the discussions at the meeting.

Overall, these policies provide a comprehensive framework to ensure that the Company's board members maintain the highest ethical standards and conduct business in a transparent and fair manner. The web link of the abovementioned policies is mentioned below:

Code of Conduct (Board Approved July 2024) FINAL

Syngene-Policy-on-dealing-with-RPT-Amended-2025.pdf

## PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

## Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY25 Current Financial Year	FY24 Previous Financial Year	Details of improvements in environmental and social impacts
R&D*	Nil	Nil	NA
Capex	Nil	Nil	NA

\*Syngene is in the business of performing Research & Development activities on behalf of its clients on a contract basis. Syngene does not incur any Research & Development expenditure on its own.

2. **a. Does the entity have procedures in place for sustainable sourcing?**

Yes, the Company has implemented sustainable sourcing procedures in line with its Sustainable Procurement Policy.

- b. If yes, what percentage of inputs were sourced sustainably?**

During the financial year 44% of the inputs were procured from sustainable sources.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

Syngene is not a brand owner under plastic rules, thus reclaiming is not in scope. However, plastic waste generated in our operations is handed over to authorized plastic recycling partners. E-waste, other waste and hazardous waste are disposed through State Pollution Control Board authorized waste handling partners.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Syngene falls under the category of Importer under Producers, Importers and Brand Owners (PIBO) and we have obtained the registration from Karnataka State Pollution Control Board. Plastic waste generated in our operations is handed over to authorized plastic recycling partners and the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Board.

## Leadership Indicators

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

No, the entity has not conducted Life Cycle Perspective / Assessments (LCA) for any of its products.

NIC Code	Name of Product /Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
NIL	NIL	NIL	NIL	NIL	NIL

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Not Applicable.

Name of Product / Service	Description of the risk / concern	Action Taken
Not Applicable		

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Indicate input material	Recycled or re-used input material to total material	
	FY25 Current Financial Year	FY24 Previous Financial Year
Not applicable		

The company is largely a Contract Research Organisation (CRO) and is gradually expanding its services to become a Contract Development and Manufacturing Organisation (CDMO) for large and small molecules

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

	FY25 Current Financial Year			FY24 Previous Financial Year		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	NIL	NIL	NIL	NIL	NIL	NIL
E-waste	NIL	NIL	NIL	NIL	NIL	NIL
Hazardous waste	NIL	NIL	NIL	NIL	NIL	NIL
Other waste	NIL	NIL	NIL	NIL	NIL	NIL

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Nil.	
The company is largely a Contract Research Organisation (CRO) and is gradually expanding its services to become a Contract Development and Manufacturing Organisation (CDMO) for large and small molecules	

**PRINCIPLE 3** Businesses should respect and promote the well-being of all employees, including those in their value chains

### Essential Indicators

1. a. **Details of measures for the well-being of employees:**

Category	% of employees covered by										
	Total (A)	Health Insurance <sup>1</sup>		Accident insurance		Maternity benefits <sup>2</sup>		Paternity Benefits		Day Care facilities <sup>3</sup>	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	4804	4804	100	4804	100	-	-	4804	100%	4804	100
Female	1729	1729	100	1729	100	1729	100	-	-	1729	100
<b>Total</b>	6533	6533	100	6533	100	1729	100	4804	100%	6533	100
Other than Permanent workers											
Male	Vendors and contractors are required to adhere to statutory compliances as per the respective rules of the state.										
Female											
<b>Total</b>											

- b. **Details of measures for the well-being of workers:**

Category	% of workers covered by										
	Total (A)	Health insurance <sup>1</sup>		Accident insurance		Maternity benefits <sup>2</sup>		Paternity Benefits		Day Care facilities <sup>3</sup>	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Other than Permanent workers											
Male	Vendors and contractors are required to adhere to statutory compliances as per the respective rules of the state.										
Female											
Total											

- Health Insurance, accidental insurance is provided to all full-time/permanent employees only.
- Male employees can claim maternity related expenses (medical hospitalization) for their spouses.
- Organization-wide we have a tie-up with day care facility providers, which our employees and workers can use as needed.

## c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent):

	FY25 Current Financial Year	FY24 Previous Financial Year
Cost incurred on well-being measures as a % of total revenue of the company	0.35%*	0.43%

\*Aside from this, the maternity bonus payment in FY 24-25 was INR 3,60,500/-

## 2. Details of retirement benefits for Current FY25 and previous FY24.

Benefits	FY25 Current Financial Year			FY24 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
Provident Fund <sup>1</sup>	100%	100%	Yes	100%	100%	Yes
Gratuity <sup>1&amp;2</sup>	100%	100%	NA	100%	100%	NA
ESI	Vendors and contractors are required to adhere to statutory compliances as per the respective rules of the state.					
Others – please specify (National Pension Scheme) <sup>3&amp;4</sup>	4.3%	NA	Yes	4.0%	NA	Yes

- All full-time employees are covered under Provident fund and Gratuity act as per appointment letters.
- Gratuity is paid to eligible exiting employees through full and final settlements.
- NPS is a long-term investment tool extended to corporate employees by the Government of India. Employees can make a voluntary contribution of up to 10% of basic salary. The total amount is eligible for tax exemption u/s 80CCD (2) of the Income Tax Act. The contributions cannot be withdrawn until retirement.
- Only Eligible employees considered in % calculation and NRI not considered

## 3. Accessibility of workplaces

**Are the premises/ offices of the entity accessible to differently-abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

The Company is committed to embracing inclusion and diversity in its campuses. To underpin inclusivity for employees with different abilities, an accessibility assessment of all our facilities was initiated in FY23 as the baseline for ensuring that differently-abled employees are not disadvantaged.

## 4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the Policy.

Syngene is an Equal Opportunity Employer and does not follow or support any discrimination based on race, colour, religion, age, gender, sexual orientation, nationality, disability, political opinion, and other factors. All employees are expected to be respectful towards each other and not promote or tolerate any form of discrimination. The Code of Conduct and the Human Rights Policy cover the aspects of fair employment, anti-harassment and non-discrimination, which are available at:

<https://www.syngeneintl.com/investors/corporate-governance/governance-reports-policies/>

**Code of conduct**

## 5. Return to work and Retention rates of permanent employees and workers\* that took parental leave.

Gender	Permanent employees	
	Return to work rate	Retention rate
Male	100% (304/304)	80% (234/291)
Female	100% (106/106)	72% (69/96)
<b>Total</b>	<b>100% (410/410)</b>	<b>78% (303/387)</b>

\*Retention rate is number of active employees as on closing of financial year to employees who took parental leave. The Company doesn't have any permanent workers. Return to work is calculated as those who took parental leave and return to work and still active under Paternity leave to the total number of employees took paternity leave



Retention Rate is calculated as sum of Total Number of Employees Active and exited after 12 months of parental leave/ Total number of employees opted for parental leave in that FY

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

Permanent Employees	Yes, Refer to Disciplinary and Grievance Policy. <a href="#">Grievance and Disciplinary Policy.pdf</a>
Other than Permanent Employees	Yes, Refer to Disciplinary and Grievance Policy. <a href="#">Grievance and Disciplinary Policy.pdf</a>
Permanent Workers	Not Applicable (The Company doesn't have any permanent workers)
Other than Permanent Workers	Yes, Refer to Disciplinary and Grievance Policy. <a href="#">Grievance and Disciplinary Policy.pdf</a>

**7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:**

None

**8. Details of training given to employees and workers:**

Category	FY25 Current Financial Year					FY24 Previous Financial Year				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		*On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	5228	5020	96%	4648	97%	4791	4712	98.35%	4341	91%
Female	1824	1801	98.7%	1625	94%	1719	1698	98.77%	1583	92%
Total	7052	6821	96.7%	6273	96%	6510	6410	98.46%	5924	91%
Workers										
Male	980	929	94.8%	929	94.8%	973	932	95.7%	932	95.7%
Female	203	194	95.6%	194	95.6%	207	193	93.2%	193	93.2%
Total	1183	1123	95%	1123	95%	1180	1125	95.3%	1125	95.3%

\*Employee includes Permanent & Other than Permanent employees

\* Non-permanent employees are not covered under skill upgradation. Percentage is based on full time employees.

**9. Details of performance and career development reviews of employees and workers:**

Category	FY25 Current Financial Year			FY24 Previous Financial Year		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
<b>Employees</b>						
Male	4180	4180	100%	3972	3972	100%
Female	1493	1493	100%	1449	1449	100%
<b>Total</b>	<b>5673</b>	<b>5673</b>	<b>100%</b>	<b>5421</b>	<b>5421</b>	<b>100%</b>
<b>Workers</b>						
Male	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

Note: Only permanent employees are considered for performance review. The figures in B and D indicate the persons eligible for review in the relevant years (which doesn't include the persons who joined the Company within six months of the closure of the financial year and persons serving notice period).

**10. Health and safety management system:**

**a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage of such system?**

Yes, the Company has a well-established occupational health and safety management system across all the facilities. The Environment, Health, Safety and Sustainability (EHSS) Policy applies to all operations. The operating facilities are certified for ISO 14001:2015 - Environmental management systems (EMS) and ISO 45001: 2018 - Occupational Health and Safety System (OH&S). Syngene's Environmental Management System and Occupational Health and Safety objectives are aligned with the EHSS Policy and the risk management process. The Company has an established risk management and prevention system using the principles of Aspect Impact Management (AIM) and Hazard Identification and Risk Assessment (HIRA).

**b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

The Company has an established process for identifying work-related hazards from routine and non-routine activities. Risk assessments such as lab hazard analysis and process risk assessment are undertaken for routine activities in both laboratory applications and manufacturing operations. This ensures that hazards are identified, and adequate controls are put in place. For non-routine activities, job safety analyses are carried out to assess the risk before undertaking any activities. The hazard analysis tool for both routine and non-routine risks works on the systematic approach of identifying, evaluating and controlling hazards:

- Physical (e.g. slips, trips and falls, entanglement, noise, vibration, harmful energy sources);
- Chemical (e.g. inhalation, contact with or ingestion of chemicals);
- Biological (e.g. contact with allergens or pathogens such as bacteria or viruses);

The following processes are used to identify the hazards in the workplace:

- Safety interactions and safety walks in the workplace to identify potential hazards.
- Employee participation during weekly safety hours
- Comparison of Standard Operating Procedure (SOP) with current practice.
- Reviews of incident management reports
- Reviews of safety data sheets
- Reviews of first aid/injury records
- After identifying a hazard, controls are put in place to bring the Hazard to ALARP (As low as reasonably practical) state.

**c. Whether you have processes for workers to report work-related hazards and to remove themselves from such risks. (Y/N)**

Yes, Syngene has a well-established system to report any incident, unsafe condition, unsafe acts or work-related hazards. All employees must report any incident, near miss or unsafe act through a company-wide portal, 'SynZero'. All incidents reported in the portal are investigated, root cause analysis is undertaken, corrective and preventive actions (CAPA) are put in place. Workers may also raise their concerns at the periodic departmental-level safety meetings or during Gemba walks.

**d. Do the employees/ workers of the entity have access to non-occupational medical and healthcare services? (Yes/No)**

Yes, Employees and contractors are covered by medical insurance for occupational as well as non-occupational healthcare services. For eligible contractors provided with ESI benefits per the Employees State Insurance Act. All employees and contractors are required to undergo an annual health check-up and healthcare advice is provided annually. Medical insurance facilities are provided to employees and their dependents. Employees are also covered under group personal accident insurance

**11. Details of safety related incidents:**

Safety Incident/Number	Category	FY25 Current Financial Year	FY24 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0.00	0.07*
	Workers	0.00	0.00*
Total recordable work-related injuries	Employees	5	2
	Workers	4	2
No. of fatalities	Employees	Nil	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	Nil	Nil

\*Injury Frequency Rate is taken as 12-month rolling average.

**12. Describe the measures taken by the entity to ensure a safe and healthy workplace.**

The Company has established measures to ensure a safe and healthy workplace by proactively identifying, evaluating, and mitigating or preventing any hazard/releases that could occur.

Safety systems at work include:

- a) Permit to Work
- b) Job Hazard Analysis
- c) Process Safety Information
- d) Management of Change
- e) Process Hazard Analysis
- f) Process Risk Assessment
- g) Pre-Start up Safety Review
- h) Incident Management
- i) Contractor Management
- j) Emergency Management
- k) Hazard identification and risk assessment
- l) Aspect and impact identification

Considering the significant on-site workforce, a safe and efficient building evacuation protocol is a priority. The emergency management system includes weekly mock drills for each building. The drill performance is evaluated, and corrective actions are put in place accordingly.

**13. Number of Complaints on the Working conditions and Health & Safety made by employees and workers during FY25 & FY24.**

	FY25 Current Financial Year			FY24 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	NIL	NIL	NA	NIL	NIL	NA
Health & Safety	NIL	NIL	NA	NIL	NIL	NA

**14. Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

All employees have access to the company-wide portal, 'SynZero', where they can report any safety incident, near miss or unsafe act. All incidents reported in the portal are investigated, root cause analysis is undertaken, corrective and preventive actions (CAPA) are put in place with a defined target date for closure.

Examples of the corrective and preventive actions (CAPA) include: improvements in solvent handling (Earth rite system and interlocks, video-based training module); zero access machine guarding; lift management; warehouse improvement programme; construction of new cold room and Cool, Dry, ventilated (CDV) Room to store pyrophoric and highly reactive and high energy chemicals; automation of processes; etc.

**Leadership Indicators**

**1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (B) Worker?**

Yes, the Company provides the employees Group Term Life Insurance and other applicable benefits. Casual workers (Other than Permanent workers) are covered under Employee's State Insurance Act.

**2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

The Company has adequate mechanisms to ensure that requisite statutory dues, as applicable to the transactions of the Company with its value chain partners, are deducted and deposited in accordance with the applicable regulations and reviewed as per regular audit processes. The Company

also collects necessary certificates and proofs from its contractors with respect to payment of statutory dues like PF, ESIC, etc. relating to contractual employees and workers. The Company also sets clear expectations with its value chain partners to abide by labour laws, human rights, and regulations based on the nature of the business.

3. **Provide the number of employees / workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY25	FY24	FY25	FY24
Employees	0	0	0	0
Workers	0	0	0	0

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?**

Nil

5. **Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	44%
Discrimination at workplace	
Child Labour	
Forced Labour/Involuntary Labour	
Wages	

6. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

The following measures have been implemented or are in progress to address the significant risks and concerns identified in response to Question 4:

- We have implemented a Supplier Code of Conduct to ensure alignment with our standards, covering environmental, labor, human rights, and ethics requirements in all contracts.
- The Supplier Code of Conduct includes provisions that allow us to terminate agreements with suppliers who fail to meet our standards.
- We have conducted training sessions for our suppliers on social responsibility to ensure they are informed of and aligned with our expectations.
- We are rolling out a sustainable procurement management system across our supplier network to ensure compliance with our sustainability criteria.
- We are evaluating the operational sites of our suppliers, including manufacturing plants, offices, and other facilities, to assess their adherence to our standards.

## PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

### Essential Indicators

1. **Describe the processes for identifying key stakeholder groups of the entity.**

The Company has identified key stakeholders based on their level of interest, involvement, and impact on the Company's operations and engagement with sustainability issues. In 2021, a comprehensive stakeholder engagement exercise was conducted to evaluate the critical concerns and material issues that affect Syngene's value creation process for all stakeholders. As a result of this assessment, eleven key stakeholder groups were identified, which include a diverse range of external and internal stakeholders such as clients, vendors, regulators, investors, media channels, and employees.

Contact details for selected stakeholder groups to connect with the Company are publicised on the Company's website: <https://www.syngeneintl.com/contact-us/>

In addition, stakeholders such as clients, local authorities, new recruits and employees are invited to engage face-to-face with the Company in dedicated sessions ranging from recruitment fairs to media and investor meetings.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group

Stakeholder	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channel of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Others	Frequency of engagement (Annually/Half yearly/ quarterly/others- please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
CSR Partners	No	The CSR arm of the Biocon Group, Biocon Foundation operates and implements most of the Company's CSR programs. The Company also directly engages with agencies/institutions for CSR activities.  Further, the Company also carries out its CSR through Biocon Academy and also directly by collaborating with IIT-Madras etc.	Daily engagement led by the Biocon Foundation, Biocon Academy	Building community equity among program beneficiaries with a focus on science education, community healthcare, safety of women and children, protection of the natural environment. CSR programs primarily target the communities adjacent to Syngene campuses. Certain programs also offer employee volunteering opportunities.  Education programs offered to students and their engagement, alumni connect etc.
R&D, manufacturing clients	No	Clients are provided with direct access to the Company through a key account management framework.	Regular engagement via the client account team and relevant project teams. The cadence of communication is determined by the nature of the project.  Engagement with the Dedicated Centres is the responsibility of the management team for each centre and is agreed upon as part of the contract in each case.	Engagement takes place throughout the lifecycle of a project via multiple teams and at multiple levels in the company as required.
Vendors	Yes	The Strategic Sourcing team leads oversight with all vendors as part of the procurement process, including alignment with, the Company's sustainability priorities and associated performance measures.	Category managers are the first point of contact for vendors. They support with drawing up contracts and address any feedback during the delivery of the contract.	Ensuring business ethics and alignment with organizational values. Ensuring that quality of material is met as per the standards. Integration of ESG aspects into vendor operations.
Local and national authorities	No	Engagement with authorities may be through direct contact or as part of an industry body at the national level.	Engagement with local authorities is regular on an as-needed basis through teams including EHSS, HR and Regulatory. The Company plays a role in relevant industry bodies when it comes to engaging with government departments on industry developments.	Engagement relates to responses to consultations, compliance activities, clarification on licencing, import/export guidelines and advice on technical/regulatory points, controlled correspondence.



Stakeholder	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channel of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Others	Frequency of engagement (Annually/Half yearly/ quarterly/others– please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Media	No	Corporate Communications handles all communication with the media directly or through a specialist consultancy.	Quarterly business briefings are undertaken for business media wanting to cover the financial results. Individual engagement with trade media provides an opportunity to showcase scientific achievements.	Communications are scheduled to underpin statutory requirements to publish performance for the benefit of investors and other financial stakeholders. Other media engagement allows the company to enhance its reputation and promote new products and services.
Employees	No	Employees have various options for engaging with each other and the management, including town halls, team meetings, individual meetings and scientific engagements. Employees can approach the Human Resources (HR) team for support or use the HR chatbot for personal matters. A formal grievance process exists to handle employee complaints and an independently run whistleblower line is also provided.	Employees are invited to submit questions before town halls which are answered in person or on the intranet. Managers engage with their team members regularly. They also conduct performance reviews for each team member as well as regular coaching conversations. The HR team provides support where needed to resolve personal difficulties in the workplace.	Engagement is designed to: provide employees with adequate training and development for career progression; ensure employees are aligned with organizational values and code of conduct; provide information about the Company's future plans; and resolve employee complaints in a fairly with strong institutional oversight.
Investors/ shareholders	No	The Investor Relations team conducts a series of meetings with analysts and investors throughout the year. Shareholders can engage with the Company through the Company Secretary at any time and at the Annual General Meeting.	Quarterly briefings are held for analysts and investors, hosted by the MD&CEO and the CFO. Aside from these meetings, investors can request meetings with the Company.  The Annual General Meeting during July 2024 was convened through Video/Audio means. Nonetheless, shareholders were able to ask questions directly to the Chairperson and other members of the Board.	The purpose of engagement is to discuss business performance and strategy. Details of the announced events and individual investor meetings are published on the website to ensure transparency and accountability

Stakeholder	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channel of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Others	Frequency of engagement (Annually/Half yearly/ quarterly/others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Quality stakeholders	No	Engagement with these stakeholders is usually in the context of a virtual or physical audit of Company operations.	The Chief Quality Officer leads the engagement with all regulatory authorities on behalf of the Company. The engagement is organised according to the needs of the regulator.	The pharmaceutical sector is highly regulated and quality standards are crucial and monitored constantly. The Company hosted 111 audits by regulators and clients in FY25.

## Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

Quarterly updates and relevant feedback is provided to the Board and/or its committees based on respective operational/ functional head led stakeholder interactions. Additionally, these operational/functional heads also provide updates to the Chairperson through monthly business review meetings. Engagement with stakeholders includes: meetings with investors and potential investors; employee engagement in quarterly townhalls; community engagement through CSR programs; Client engagement in the course of projects and also through an annual survey; and regular meetings with local authorities for environment, health and safety.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

A detailed Materiality Assessment was undertaken in FY 2021 to gauge stakeholder insights to identify and prioritise material issues for the Company. Through a six-step approach, detailed insights were gathered from eleven stakeholder groups who identified the material concerns associated with the current business operations. Based on the feedback from the materiality survey, the Executive ESG Council identified the priority ESG topics that were endorsed by the Board and form part of the Company's growth strategy.

ESG priorities are embedded in the Company's Code of ethics and business conduct, Supplier Code of Conduct, as well as other focused policies. The codes and other policies are published on the Company website so that they can be scrutinised by all interested parties.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

Engagement with vulnerable/marginalised groups occurs through Company funded CSR programs, including a mental health program, health clinics for the elderly, a program to rehabilitate vulnerable women and their children, and access to high-quality science education for economically disadvantaged children. In all cases, the engagement is led by the Biocon Foundation, the charitable arm of the Biocon group of companies and programs are carried out in partnership with a not-for-profit or specialist agency

## PRINCIPLE 5 Businesses should respect and promote human rights

### Essential Indicators

1. Employees and workers who have been provided training on human rights issues and Policy (ies) of the entity:

Category	FY25 Current Financial Year			FY24 Previous Financial Year		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees/ workers covered (D)	% (D / C)
<b>Employees</b>						
Permanent	6533	6533	100%	6510	6445	99%
Other than permanent	519	519	100%	456	451	99%
<b>Total Employees</b>	<b>7052</b>	<b>7052</b>	<b>100%</b>	<b>6966</b>	<b>6896</b>	<b>99%</b>
<b>Workers</b>						
Permanent	Nil	Nil	Nil	Nil	Nil	Nil
Other than permanent	1183	1123	94.93%	1180	1125	95.3%
<b>Total Workers</b>	<b>1183</b>	<b>1123</b>	<b>94.93%</b>	<b>1180</b>	<b>1125</b>	<b>95.3%</b>

Note: Training is provided through the completion of specific mandatory modules such as Prevention of Sexual Harassment. Other dimensions of human rights in the workplace are covered in training related to the Company code of business conduct. New joiners are introduced to the Code of Conduct during their induction to the Company and all employees are required to complete refresher training every year.

**2. Details of minimum wages paid to employees and workers:**

The company is dedicated to ensuring that all of its employees and workers receive wages that not only meet but exceed the minimum requirement set by law. Furthermore, the company diligently follows all relevant rules and regulations to guarantee fair and lawful employment practices

**3. Details of remuneration/salary/wages:**

**a. Median remunerations/ wages:**

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (Rs. In million)	Number	Median remuneration/ salary/ wages of respective category (Rs. In million)
Board of Directors (BoD) (other than executive directors)	3	8.40	5	9.94
Key Managerial Personnel (other than Executive Directors)	1	13.85	1	17.00
Employees other than BoD and KMP	4800	1,010,503	1729	680,007
Workers	980	24,676	203	23,039

Note: No prorata adjustment has been done. This considers only actual payments made. This includes board positions as of March 31, 2025. Expenses towards gratuity and leave encashment provisions are determined actuarially on an overall basis at the end of each year and accordingly, have not been considered in the above information. Perquisite value of stock options is excluded.

**b. Gross wages paid to females as % of total wages paid by the Company:**

	FY25 Current Financial Year	FY24 Previous Financial Year
Gross wages paid to females as % of total wages	18.99%	17.07%

**4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?**

At Syngene, we have Employee Relations (ER) Team. We understand the importance of protecting human rights, and we have established a rigorous process to prevent and address any instances of abuse or violation. Our policies and procedures are designed to ensure that all stakeholders, including community members, suppliers, customers, and others, are treated fairly and with respect. We take any allegations of violations of our policies, including the Code of Conduct, regulations, and laws, very seriously. If any individual or group believes that there has been a breach of our policies or an action that may harm our company's reputation and its employees, we encourage them to speak up and report their concerns. Our process of handling such reports is thorough and transparent. We investigate all reports promptly and impartially, and we take appropriate corrective measures to prevent any further violations. We are committed to ensuring that any concerns raised are addressed effectively and that our reputation as a responsible and ethical company is upheld. The Company's Human Rights Policy aligns with international standards and guidelines on human rights. You can find it on our website: Human Rights Policy The Integrity & Whistle-blower Policy lays out the mechanism for any individual to raise a concern about suspected unethical/ non-compliant activities and is available at: Whistleblower Policy

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues?**

Permanent employees	Yes, Refer to Disciplinary and Grievance Policy. Grievance and Disciplinary Policy.pdf
Other than permanent employees	Yes, Refer to Disciplinary and Grievance Policy Grievance and Disciplinary Policy.pdf
Permanent Workers	Not Applicable (The Company doesn't have any permanent workers)
Other than Permanent Workers	Yes, Refer to Disciplinary and Grievance Policy Grievance and Disciplinary Policy.pdf

**6. Number of Complaints on the following made by employees and workers:**

	FY25 Current Financial Year			FY24 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	5	0	Nil	3	Nil	Nil
Discrimination at workplace	1	Nil	Nil	Nil	Nil	Nil
Child Labour	Nil	Nil	Nil	Nil	Nil	Nil
Forced Labour/Involuntary Labour	Nil	Nil	Nil	Nil	Nil	Nil
Wages	Nil	Nil	Nil	Nil	Nil	Nil
Other human rights related issues	Nil	Nil	Nil	Nil	Nil	Nil

**7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

	FY25 Current Financial Year	FY24 Previous Financial Year
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	5	3
Complaints on POSH as a % of female employees / workers	5/(1729+95)=0.27%	0.11%
Complaints on POSH upheld	100%	100%

**8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

The Company condemns any discrimination, harassment, victimisation, or other unfair employment practices being adopted against a complainant. If any complainant feels that they are experiencing any reprisal or retaliation, victimisation or discrimination in nature of intimidation, pressure to withdraw the complaint, or threats for reporting, testifying or otherwise participating in the investigation proceedings, they can report the matter to the Integrity Committee. The Committee will take appropriate measures to address the situation. As per the Whistle-blower policy, the complainant will not risk losing their job or suffering a loss in any manner to obstruct the Whistle-blower's right to continue to perform their duties/functions. Syngene has zero tolerance for retaliation against whistle-blower or any employee who reports any complaint in good faith. Complete confidentiality of the complainant or the whistle-blower is ensured. A participant assisting in the investigation, or furnishing evidence, is protected to the same extent as the whistleblower and is also entitled to the same degree of protection from retaliation for participating in an investigation. All complaints reported through any channels are confidential and will be shared strictly on a 'need to know' basis.

Please refer to Disciplinary and Grievance Policy Grievance and Disciplinary Policy.pdf

**9. Do human rights requirements form part of your business agreements and contracts?**

Yes

**10. Assessments for the year: % of your plants and offices that were assessed (by entity or statutory authorities or third parties) on Child labour, Forced/involuntary labour, Sexual harassment, Discrimination at workplace, wages or any other such issue**

Internal assessments were conducted seeking 100% compliance

**11. Details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 9 above.**

No significant risks or concerns were highlighted

**Leadership Indicators**

**1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.**

There were no grievances/complaints reporting for the financial year. Our commitment to Human Rights is embedded across the organisation through our Human Rights policy. The Policy confirms our commitment to equal opportunity, non-discrimination, health and safety, free employment, fair wage and benefits, data privacy, corporate social responsibility, etc.

**2. Details of the scope and coverage of any Human rights due-diligence conducted.**

In keeping with our values, this year we strengthened our commitment to upholding human rights by formulating the Human Rights Policy. This policy aligns with the following international standards and guidelines on human rights viz. UN Global Compact, UN Guiding Principles on Business and Human Rights, ILO 1998 Declaration of Fundamental Principles and Rights at Work, OECD Guidelines for Multinational Enterprise, International Bill

of Human Rights and the Universal Declaration of Human Rights (UDHR). The policy is underpinned by the Syngene Code of Conduct and Syngene Supplier Code of Conduct to ensure that fundamental human rights are embedded in all operations and those of the companies which form part of the Company's supply chain.

**3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes. To underpin inclusivity for differently abled persons, an accessibility assessment of all our facilities was initiated in FY21 as the baseline for ensuring that differently-abled employees are not disadvantaged.

**4. Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices Working Conditions Sexual Harassment Discrimination at workplace Child Labour Forced Labour/Involuntary Labour Wages Others – please specify	44%

**5. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 4 above.**

The following measures have been implemented or are in progress to address the significant risks and concerns identified in response to Question 4:

- We have implemented a Supplier Code of Conduct to ensure alignment with our standards, covering environmental, labour, human rights, and ethics requirements in all contracts.
- The Supplier Code of Conduct includes provisions that allow us to terminate agreements with suppliers who fail to meet our standards.
- We have conducted training sessions for our suppliers on social responsibility to ensure they are informed of and aligned with our expectations.
- We are rolling out a sustainable procurement management system across our supplier network to ensure compliance with our sustainability criteria.
- We are evaluating the operational sites of our suppliers, including manufacturing plants, offices, and other facilities, to assess their adherence to our standards.

**PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment**

**Essential Indicators**

**1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY25 (Current Financial Year)	FY24 (Previous Financial Year)	Remarks
<b>From renewable sources</b>			
Total electricity consumption (A)	3,61,568	3,08,434	Unit (Giga Joules)
Total fuel consumption (B)	4851	17,571	
Energy consumption through other sources (C)	0	0	
<b>Total energy consumed from renewable sources (A+B+C)</b>	<b>3,66,419</b>	<b>3,26,005</b>	Unit (Giga Joules)
<b>From non-renewable sources</b>			
Total electricity consumption (D)	27,329	61,049	Unit (Giga Joules)
Total fuel consumption (E)	62,962	43,180	
Energy consumption through other sources (F)	0	0	
<b>Total energy consumed from non-renewable sources (D+E+F)</b>	<b>90,291</b>	<b>1,04,229</b>	
<b>Total energy consumed (A+B+C+D+E+F)</b>	<b>4,56,710</b>	<b>4,30,234</b>	



Parameter	FY25 (Current Financial Year)	FY24 (Previous Financial Year)	Remarks
<b>Energy intensity per rupee of turnover</b> (Total energy consumed / Revenue from operations)	0.0000125	0.0000134	
<b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)*</b> (Total energy consumed / Revenue from operations adjusted for PPP)	≈ 0.000259 GJ/ international dollar	≈ 0.000282 GJ/ international dollar	
<b>Energy intensity in terms of physical output</b>	69.90	61.76	

\*The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor. Source of PPP rates: The International Monetary Fund (IMF) publishes the PPP conversion rates for all currencies, which is 20.66 for FY25.

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency.

Yes, Deutsch Quality Systems (India) Private Limited

- Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not Applicable

- Provide details of the following disclosures related to water, in the following format:

Parameter	FY25 (Current Financial Year)	FY24 (Previous Financial Year)
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	11,433	2,140
(ii) Groundwater	4874	5,911
(iii) Third party water	1,24,359	1,47,897
(iv) Seawater / desalinated water	NA	NA
(v) Others	34,875	31,542
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	1,75,540	1,87,490
<b>Total volume of water consumption (in kilolitres)</b>	1,75,540	1,87,490
<b>Water intensity per rupee of turnover</b> (Total water consumption / Revenue from operations)	0.000004820	0.0000053734
<b>Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)*</b> (Total water consumption / Revenue from operations adjusted for PPP)	≈ 0.0000995 kilolitres per international dollar	≈ 0.000122 kilolitres per international dollar
<b>Water intensity in terms of physical output</b>	26.87	26.91

\*The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor. Source of PPP rates: The International Monetary Fund (IMF) publishes the PPP conversion rates for all currencies, which is 20.66 for FY25.

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency:

Yes, Deutsch Quality Systems (India) Private Limited

- Details related to water discharged:

Parameter	FY25 (Current Financial Year)	FY24 (Previous Financial Year)
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
<b>(i) To Surface water</b>		
- No treatment		
- With treatment – please specify level of treatment		
<b>(ii) To Groundwater</b>		
- No treatment		
- With treatment – please specify level of treatment		

Parameter	FY25 (Current Financial Year)	FY24 (Previous Financial Year)
(iii) To Seawater		
- No treatment	NA	NA
- With treatment – please specify level of treatment		
(iv) Sent to third-parties*		
- No treatment	NA	NA
- With treatment – please specify level of treatment -	5817 KL (After pH and Ammonia correction)	6883.7 KL
(v) Others	NA	NA
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres)	5817 KL	6883.7 KL

\*The following information pertains to the Hyderabad location wherein the Company's Subsidiary is located.

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: Yes, Deutsch Quality Systems (India) Private Limited

**5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

Syngene has zero-liquid discharge treatment systems at its Bangalore and Mangalore facilities, while in Hyderabad effluent is pretreated for pH and ammonia correction before being sent to Jedimetla Effluent Treatment Limited (JETL) for further treatment.

**6. Details of air emissions (other than GHG emissions) by the entity:**

FY 2025			
Sl No	Other air emissions	UoM	Value
1	Particulate matter	MT/A	3.14
2	SO2	MT/A	5.63
3	NOX	MT/A	41.22
4	CO	MT/A	5.76
5	NHMC	MT/A	0
6	Acid mist	MT/A	95.86

**Note:** The above values of the other air emissions for FY25 are in terms of Mass units per annum and it is reported organization wide. Restatements to be made to address changes in methodology, to maintain consistency and comparability, - Air pollution sources section – method of reporting changed from reporting ambient air quality to source emissions in mass/ annum.

FY 2024							
S. No.	Other air emissions	Bangalore			Mangalore	Hyderabad	
		Biocon Park	CLD	Unit 2		M N Park	Innopolis
1	NOX	21.44	20.43	20.82	14.74	20.41	20.19
2	SOX	10.38	9.35	8.99	12.90	14.58	14.13
3	Persistent organic pollutants	NA	NA	NA	NA	NA	NA
4	Volatile organic compounds	Below Detection Level	Below Detection Level	Below Detection Level	Below Detection Level	NA	NA
5	Hazardous air pollutants	NA	NA	NA	NA	NA	NA
6	Particulate matter (PM10)	68.92	68.99	68.81	45.08	61.57	61.92
	<b>Any other</b>						
7	Particulate matter *(PM2.5)	26.11	25.22	28.07	29.03	23.37	23.30
8	Ozone	4.99	5.39	5.30	Below Detection Level	16.33	15.73
9	Ammonia	6.54	6.52	6.53	Below Detection Level	26.07	26.68

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency.

Yes, Deutsch Quality Systems (India) Private Limited

7. Details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY25 (Current Financial Year)	FY24 (Previous Financial Year)
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	6,637 MT	6,653 MT
<b>Total Scope 2 emissions*</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	6,958 MT	12,961 MT
<b>Total Scope 1 and Scope 2 emissions per rupee of turnover</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	tCO <sub>2</sub> e/ Revenue from operations	0.0000004	0.0000006
<b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP®)</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	tCO <sub>2</sub> e/ Revenue from operations adjusted for PPP	0.00000771	0.0000125
<b>Total Scope 1 and Scope 2 emission intensity in terms of physical output</b>	tCO <sub>2</sub> e/ Permanent employee	2.08	2.74

\*The data for FY24 is being reaffirmed based on the findings of the assurance of the Company's ESG report undertaken by DNV.

@The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor. Source of PPP rates: The International Monetary Fund (IMF) publishes the PPP conversion rates for all currencies, which is 20.66 for FY25.

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency.

Yes, Deutsch Quality Systems (India) Private Limited

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Yes, the following projects have been undertaken related to reducing Green House Gas emission:

- Implemented 14 Energy conservation projects that have resulted in savings of 1.8 million units per annum in FY25 and avoided 1296 MT CO<sub>2</sub>e emissions.
- A total of 8.3 lakh units of renewable energy are now generated annually from all rooftop solar projects, helping avoid 604 metric tonnes of CO<sub>2</sub>e emissions. This is consequent to the installation of a 212 kW rooftop solar panel system at MSEZ in FY24.
- A total of 96.60 million units were received from renewable sources from previous years' projects, avoiding 72413 MT CO<sub>2</sub>e emissions in FY25.

9. Details related to waste management by the entity:

Parameter	FY25 (Current Financial Year)	FY24 (Previous Financial Year)
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste <b>(A)</b>	181.98	147.94
E-waste <b>(B)</b>	3.74	3.38
Bio-medical waste <b>(C)</b>	128.48	127.16
Construction and demolition waste <b>(D)</b>	0	NA
Battery waste <b>(E)</b>	73.99	32.00
Radioactive waste <b>(F)</b>	0.01	0.006
Other Hazardous waste. Please specify, if any. <b>(G)</b> – Process residue, spent solvent, off-specification products, date-expired products, spent carbon, spent catalyst, distillation residue, discarded container, process sludge, used oil, waste/residue containing oil, spent liners, concentration & evaporation residues.	2,440.99	2,585.14

Parameter	FY25 (Current Financial Year)	FY24 (Previous Financial Year)
Other Non-hazardous waste generated <b>(H)</b> . Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector) – (Aluminium waste, SS waste, MS waste, GI waste, GI with Puff waste, FRP waste, Paper Waste, Used Carton/ Corrugated Box, Glass waste, Wood Waste, Tissue-paper waste.)	1,385.69	1,315.24
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>4,214.88</b>	<b>4,210.86</b>
<b>Waste intensity per rupee of turnover</b> (Total waste generated/ Revenue from operations)	0.0000001157	0.0000001207
<b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP*)</b> (Total waste generated / Revenue from operations adjusted for PPP)	0.00000233	0.00000276
<b>Waste intensity in terms of physical output</b>	0.64	0.60
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled	4,018.59	4,038.62
(ii) Re-used	Nil	Nil
(iii) Other recovery operations	Nil	Nil
<b>Total</b>	<b>4,018.59</b>	<b>4,038.62</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Incineration	190.60	172.24
(ii) Landfilling	Nil	Nil
(iii) Other disposal operations	Nil	Nil
<b>Total</b>	<b>190.60</b>	<b>172.24</b>

\*The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor. Source of PPP rates: The International Monetary Fund (IMF) publishes the PPP conversion rates for all currencies, which is 20.66 for FY25.

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency.

Yes, Deutsch Quality Systems (India) Private Limited

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

- The Standard Operating Procedure (SOP) for handling liquid and solid waste, in accordance with the applicable rules, determines the approach to proper waste management in the Company's dedicated facility in Bangalore. It outlines the process of segregation, according to compatibility, of each category of generated waste. The waste is packed in leak proof containers (using biodegradable bags or puncture proof containers), labelled, and transferred using trolleys to the storage area in each building from where it is then transferred to Central waste yard (inside the facility) using electric vehicles.
- The waste is segregated and stored in the central waste yard and disposed to State Pollution Control Board (SPCB) authorised waste handlers on a regular basis in accordance with the applicable Rules.
- Both the local storage area and central waste yard are equipped with different types of fire extinguishers, fire hydrant system, smoke detectors, fire alarm system for handling any fire/emergency. Casual employees are provided with appropriate PPE's to avoid any contact and infection.
- The Company practices green concepts 3R's (Reduce, Reuse and Recycle) in the operations. It also follows an integrated Inventory management system to minimise waste generation.

**11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones, etc.) where environmental approvals / clearances are required, please specify details in the following format:**

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? If no, the reasons thereof and corrective action taken, if any.
None of the Syngene operations are in ecologically sensitive areas			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
No such projects were undertaken by the Company.					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances.

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
The Company is in compliance with applicable environmental norms, environmental law/ regulations/ guidelines in India.				

## Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility / plant located in areas of water stress, provide the following information:

- Name of the area: Bangalore
- Nature of operations: The company is largely a Contract Research Organisation (CRO) and is gradually expanding its services to become a Contract Development and Manufacturing Organisation (CDMO) for large and small molecules
- Water withdrawal, consumption and discharge in the following format:

Parameter	FY25 (Current Financial Year)	FY24 (Previous Financial Year)
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	10,592	2,140
(ii) Groundwater	4,037	5,911
(iii) Third party water	86,326	1,47,897
(iv) Seawater / desalinated water	NA	NA
v) Others	31,483	31,542
<b>Total volume of water withdrawal (in kilolitres)</b>	<b>1,32,438</b>	<b>1,87,490</b>
<b>Total volume of water consumption (in kilolitres)</b>	<b>1,32,438</b>	<b>1,87,490</b>
<b>Water intensity per rupee of turnover</b> (Water consumed / turnover)	0.00000364	0.0000051
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) Into Surface water	NA	NA
- No treatment		
- With treatment – please specify level of treatment		
(ii) Into Groundwater		
- No treatment		
- With treatment – please specify level of treatment		
(iii) Into Seawater		
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties		
- No treatment		
- With treatment – please specify level of treatment		
(v) Others		
- No treatment		
- With treatment – please specify level of treatment		
<b>Total water discharged (in kilolitres)</b>		

Syngene has zero-liquid discharge treatment systems at its Bangalore and Mangalore facilities.



**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency:**

None of the Syngene sites are operational in ecologically sensitive areas. However, an assurance on certain parameters was done by Deutsch Quality Systems (India) Private Limited.

**2. Please provide details of total Scope 3 emissions & its intensity, in the following format:**

Parameter	Unit	FY25 (Current Financial Year)	FY24 (Previous Financial Year)
<b>Total Scope 3 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	57,505	48,780
<b>Total Scope 3 emissions per rupee of turnover</b>	MTCO <sub>2</sub> e/Rs Mn	1.55	1.36

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency.**

Certain assurance aspects have been assessed by Deutsch Quality Systems (India) Private Limited

**3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

None of the Syngene sites are operational in ecologically sensitive areas.

**4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

Sr. No	Initiative	Details of the Initiative	Outcome
1	Water Conservation	Installed water-free urinals in Clinical Development area to reduce water usage.	Water saving initiative.
2	Static-Free Safety Pump	Introduced SS hand pump instead of PP hand pump in FDL to eliminate static hazards.	Reduction in static hazard.
3	Safe Solvent Handling	Provided solvent dispensing hood with Earth Rite system in S14 block.	Reduced risk of static discharge and fire in flammable solvent environments.
4	Foam Flooding System	Installed foam flooding system in S1 waste yard.	Suppresses fires quickly, reducing fire spread risk in flammable material storage areas.
5	Hazardous Reaction Lab	Set up dedicated lab for hazardous reactions in S1 FF.	Improved safety and control through specific safety measures.
6	Dedicated OEB 4 Lab	Provided specialized lab in S1 TF for OEB 4 molecule handling.	Ensured containment and reduced harmful exposure risks.
7	Storage for Water-Reactive Chemicals	Provided separate cabinet near S19 Drum shed area.	Minimized risk of dangerous reactions with moisture or water.
8	Smart Sensors in Hoist	Installed electromagnetic sensors and emergency lights in S14 hoists.	Enhanced safety and emergency visibility.
9	Fire Suppression for Electrical Panels	Installed systems in all Unit 3 panel rooms.	Prevented fire hazards from electrical faults.
10	Fire Sprinkler System	Installed in Unit 3 blocks including 1,185 pendant and 98 upright sprinklers.	Critical early fire suppression system.
11	Auto Modular Extinguishers	7 automatic extinguishers installed in diesel day storage tanks in SU3.	Automatic fire suppression for diesel tanks.
12	Fire Hydrant Reservoir Expansion	Increased tank capacity from 360 to 560 m <sup>3</sup> with new 200 m <sup>3</sup> tank.	Improved emergency water supply for firefighting.
13	Public Address System	Installed 4 PA systems in all Unit 3 blocks.	Facilitated clear emergency communication.
14	VESDA System	Installed 13 VESDA units across cold rooms in Block-1, 2, and 3.	Early smoke/fire detection in temperature-sensitive storage.
<b>Waste management &amp; Sustainability</b>			
15	Sustainable Paper Use	Switched to A4 recycled paper, plantable notebooks, pens, and pencils.	Reduced environmental impact, tree cutting, and energy/water use.
16	Digital Waste Management	Replaced manual declarations with digital records via MS Forms.	Paper use eliminated.

Sr. No	Initiative	Details of the Initiative	Outcome
17	Sapling Plantation	Planted 1,000 saplings across Bangalore, Mangalore, Hyderabad for World Environment Day 2024.	Reduced carbon footprint.
<b>Process Safety Management</b>			
18	Earthrite with Interlock	Implemented in all solvent areas including Unit-2, W5, S19, SARC labs.	Static ignition risk eliminated.
19	Solvent Tank Overflow Prevention	Used level high switches in W5, S2, S14, S11 areas.	Eliminated overflow risk.
20	Hydrogenator Safety	Added relief systems including rupture discs in S14.	Explosion risk in hydrogenators eliminated.
21	Spent Solvent Training Video	Developed local language video with English subtitles, trained 280 people.	Improved safe solvent handling awareness.
<b>Hyderabad</b>			
22	Water Consumption Reduction	Optimized scrubber recirculation with closed-loop system in Hyderabad.	Achieved 40% process water reduction over previous year.
23	Use of Recycled Paper	Used recycled A4 paper and plantable stationery.	Environmental conservation through reduced virgin paper use.
24	Earth Rite System for Solvent Handling	Installed in Hyderabad for flammable liquid transfers.	Eliminated ignition sources, improved safety.
25	Material Handling Equipment	Used stackers for loading/unloading waste solvent barrels.	Reduced manual intervention and enhanced worker safety.
<b>Mangalore</b>			
26	Monthly Safety Campaigns	Organized safety campaigns including Fire Service Week, CDPD, and Road Safety Awareness.	Increased safety awareness and participation.
27	Safety Exhibitions	Hosted exhibitions where vendors showcased safety equipment to employees.	Improved knowledge of PPE and firefighting tools.
28	LOTOTO Training	Specialized Lockout/Tagout training conducted by an external vendor.	Improved LOTO compliance, reduced energy-related risks.
29	Certified Firefighting Training	Certified training by Karnataka State Fire and Emergency Services. 43.3% training coverage achieved.	Exceeded statutory compliance and improved firefighting skills.
30	ERT Training	Quarterly Emergency Response Team training by third-party trainers.	Enhanced emergency response readiness.
31	Medical Check-ups	Conducted half-yearly medical exams for 88 employees and contract workers.	Early detection of occupational health issues.
32	Fire Extinguishing Systems	Installed at LPG yard, hazardous waste and chemical storage rooms.	Improved fire safety in high-risk zones.
33	Weekly Fire Alarm Testing	Weekly testing to ensure system functionality.	Enhanced reliability and fire incident response time.
34	Water Conservation	Achieved 17.6% savings; reuse ratio increased from 66% to 71% in FY25.	Enhanced sustainability and reduced freshwater use.
35	Wastewater Reduction	Reduced wastewater from 36.5 KLD to 24.49 KLD, a 32% cut.	Improved wastewater management and minimized environmental impact.
36	Rainwater for Gardening	Used 2054 KL of rainwater for landscape irrigation.	Promoted sustainable water management and reduced freshwater use.

**5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

Syngene's Business Continuity Planning is integrated with its Risk Management framework, which is essential for organizational resilience. This framework encompasses proactive identification, assessment, mitigation, and monitoring of risks and disruptive events across all business operations minimizing the impact on business and stakeholders. Alignment of the risk management framework and business continuity planning fosters a culture of preparedness, enhances decision-making during crises, and safeguards continuity of critical business functions. The plan includes a simplified playbook from each operating unit and essential functions to be able to resume the most critical functions and return to typical business operations as quickly as possible.

**6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?**

We assess our value chain partners on environmental parameters through third party assurance providers to evaluate the impact of their operations on the environment. No significant adverse environmental impacts from our value chain have been reported during FY2025.

**7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

44%

**PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory Policy, should do so in a manner that is responsible and transparent**

**Essential Indicators**

**1. a. Number of affiliations with trade and industry chambers/ associations.**

Syngene is affiliated with 13 trade and industry chambers/associations.

**b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1.	Confederation of Indian Industry (CII)	National
2.	Global Compact Network-UNGC	International
3.	Association for Assessment and Accreditation of Laboratory Animal Care (AAALC)	International
4.	International Society for Pharmaceutical Engineering (ISPE)	International
5.	Indian Society for Clinical Research (ISCR)	National
6.	Association of Biotechnology Led Enterprises (ABLE)	National
7.	Society of Toxicology (SOT)	International
8.	International Society for Study of Xenobiotics (ISSX)	International
9.	Karnataka Employers Association (KEA)	State
10.	Center for Chemical Process Safety (CCPS)	International

**2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of authority	Brief of the case	Corrective action taken
NA	NA	NA

**Leadership Indicators**

**1. Details of public policy positions advocated by the entity:**

The company actively engages with external stakeholders, such as industry associations, government entities, and regulatory bodies. It remains compliant while also advocating for public policy initiatives across the following key areas:

- Regulatory Streamlining:** Syngene advocates for policies that simplify regulatory processes related to drug development, clinical research, and manufacturing. This includes promoting clear guidelines, efficient approval mechanisms, and harmonized regulations to reduce time-to-market for innovative medicines—benefiting both manufacturers and end consumers.
- Innovation Support:** Syngene supports policies that foster and incentivize innovation in the pharmaceutical and biotechnology sectors. This includes advocating for greater visibility on international platforms, funding support for research and development (R&D), tax incentives for investments in innovative technologies, and policies that promote collaboration between industry and academia for breakthrough discoveries.
- Data Protection and Privacy:** Recognizing the importance of data in drug development and clinical research, Syngene advocates for strong data protection and privacy regulations. This includes pushing for robust data security standards to safeguard critical information.
- Talent Development:** Syngene promotes policies that encourage talent development and retention in the life sciences sector. This involves support for STEM education initiatives, research programs for biotech professionals, and policies that aid in attracting and retaining a highly skilled workforce in India's biopharmaceutical and specialty chemicals industries.

By advocating in these areas, Syngene, as a CRDMO, continues to contribute to a supportive regulatory environment that encourages innovation, strengthens the healthcare and allied sectors, ensures data privacy, and advances talent development in the life sciences ecosystem.

## PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

### Essential Indicators

#### 1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NIL					

A third-party impact assessment of the eLAJ Smart Clinics, an initiative of the Biocon Foundation, confirmed the program's strong alignment with its mission to deliver affordable, accessible healthcare to underserved communities. Using the M-HEALTH framework, the evaluation highlighted that over 65% of patients are below the poverty line, with high unemployment and low education levels, reinforcing eLAJ's targeted outreach. The clinics demonstrated high care quality, with standardized protocols, regular follow-ups (93.1%), strong medication adherence, and free diagnostics for 91.2% of patients. Partnerships with NGOs, panchayats, and medical colleges have enhanced service delivery and community trust. Robust outreach efforts screened over 8,000 individuals, identifying significant NCD and cancer risks. Clinical outcomes are encouraging, with most patients maintaining control over chronic conditions and only 2.6% reporting NCD-related hospitalizations. Key recommendations include extending clinic hours, improving medicine availability, and implementing an integrated, ABDM-compliant health data system to improve continuity of care and data-driven decision-making.

#### 2. Information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

#### 3. Describe the mechanisms to receive and redress grievances of the community.

Grievance redress mechanisms have been tailored to suit the specific needs of each program. The core strategy involves structured monitoring and evaluation, including regular assessments of stakeholder perceptions through surveys and third-party impact evaluations.

Community members can raise concerns through various accessible channels such as community meetings, outpatient exit surveys, and suggestion or complaint boxes placed at our health centres. Once received, grievances are systematically reviewed and addressed in a timely and appropriate manner, with all actions taken carefully documented.

Transparent and effective communication with communities, beneficiaries, public officials, and partners remains central to this approach, ensuring that all stakeholders are informed and engaged throughout the process.

#### 4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY25 (Current Financial Year)	FY24 (Previous Financial Year)
Directly sourced from MSMEs/ small producers	46%	46%
Directly from within India	70%	70%

#### 5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

Location	FY25 (Current Financial Year)	FY24 (Previous Financial Year)
Rural	0	0
Semi-urban	0	0
Urban	1.44%	2.20%
Metropolitan	97.95%	97.80%

## Leadership Indicators

1. Details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above).

Details of negative social impact identified	Corrective action taken
Not Applicable	

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (in INR)
1.	Karnataka	Yadgiri	16,21,132

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized / vulnerable groups? (Yes/No)

The Company follows an unbiased approach in the selection of its suppliers and its procurement processes, which are driven by the Company's Sustainable Procurement Policy and Supplier Code of Conduct.

- (b) From which marginalized /vulnerable groups do you procure?

The Company does not consider the criteria for marginalised / vulnerable groups during the selection of its suppliers.

- (c) What percentage of total procurement (by value) does it constitute?

NIL

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
Not Applicable				

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the Case	Corrective action taken
Not Applicable		

6. Details of beneficiaries of CSR Projects:

S. No.	CSR project	No. of persons benefitted from CSR programs	%age of beneficiaries from vulnerable and marginalized groups
1.	Sustainable urban mobility solution – Biocon-Hebbagodi Metro Station	N/A (The operations are yet to commence)	N/A
2.	Miyawaki Urban Micro-Forest at Pachanady Dumping Yard, Vamanjoor, Mangaluru	25,000	100%
3.	Hebbagodi Lakes Rejuvenation	50,000	N/A
4. (i)	eLAJ Smart Clinics – Outpatient care	35,800	100%
(ii)	eLAJ Smart Clinics – Specialists clinics	900	100%
5.	Community health outreach	17,500	100%
8.	IISc Post Graduate Medical School & Hospital	N/A (under construction)	N/A
9.	Mobile science labs – experiential science exposures for government school students	5,300	100%
10.	Lab on bikes - experiential Science exposures for government school students	2,400	100%
11.	Inter-school science quiz competitions & smart classrooms for government schools	10,500	100%
12.	Parihar – support to women and children in distress	3500	100%
13.	STEM scholarships & mentorship for women	30	100%
14.	Syngene Research in Science Excellence (SynRISE) PhD assistantship to women majoring in STEM fields at IBAB	03	100%
15.	Biocon Academy	48	NA

Other initiatives undertaken during previous years include the development of an Antimicrobial Resistance (AMR) tracker, which is currently in progress as an m-health application, and COVID wastewater surveillance, which is under ongoing research.



## PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

### Essential Indicators

#### 1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Not Applicable. The Company offers contract research, development and manufacturing services to other businesses. It does not provide services directly to consumers.

#### 2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters product	Not Applicable
Safe and responsible usage	
Recycling and/or safe disposal	

#### 3. Number of consumer complaints in respect of Data privacy, Advertising, Cyber-security, Delivery of essential services, Restrictive Trade Practices, Unfair Trade Practices, Other complaints during the FY25 & FY24:

	FY25 (Current Financial Year)		Remarks	FY24 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year	-	Received during the year	Pending resolution at end of year	
Data privacy	Nil. The company specializes in contract research services and its primary focus is on providing research services to other businesses, rather than directly to consumers.					
Advertising						
Cyber-security						
Delivery of essential services						
Restrictive Trade Practices						
Unfair Trade Practices						
Other						

#### 4. Details of instances of product recalls on account of safety issues: Not Applicable

#### 5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the Policy.

Yes, Syngene has extensive cyber security and data privacy, and data breach & privacy incident management policies.

Additionally, the privacy notice pertaining to Syngene's personal data processing is available on: here Syngene ensures that its employees are trained in the areas of cyber security and data privacy. This is done through focussed learning modules on Data Privacy, Personal Data Breach and Cyber Security, which is mandatory for the entire organisation.

Syngene has a designated Data Privacy Officer, whose key responsibility is to ensure data privacy guidelines are followed and all grievances related to data privacy are addressed. Syngene's DPO email address (DPO@syngeneintl.com) are also disclosed in the privacy notices on Syngene's website to which all data privacy related grievances can be addressed.

Additionally, a web link to the policy has been provided

#### Website Privacy Notice

#### 6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

No penalties/regulatory action has been levied or taken with respect to the above listed matters.

#### 7. Provide the following information relating to data breaches:

- Number of instances of data breaches along with impact - Nil
- Percentage of data breaches involving personally identifiable information of customers – Nil
- Impact, if any, of the data breaches – NIL

## Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

Following are the platforms where information on products and services of the Company can be accessed:

- i. LinkedIn: <https://www.linkedin.com/company/syngene-international-limited/>
  - ii. X (Twitter: <https://twitter.com/SyngeneIntl>
  - iii. Facebook: <https://www.facebook.com/syngeneintl?mibextid=ZbWKwL>
  - iv. Website: <https://www.syngeneintl.com/>
  - v. YouTube: <https://www.youtube.com/@Syngene>
2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.
- Not Applicable
3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.
- Not Applicable
4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable)  
If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole?

Not Applicable

# Independent Assurance Statement

## To the Management and Stakeholders of Syngene International Limited

DQS India Private Limited (DQS) have been engaged by Syngene International Limited (SIL) to provide independent assurance on selected information disclosed under its Business Responsibility and Sustainability Report (BRSR) for the reporting period FY 2024-25, specifically limited to the **BRSR Core Indicators**, in accordance with the requirements of the **Securities and Exchange Board of India (SEBI)**. The engagement took place from March to April 2025 and was concluded on 17 April 2025.

## Objectives

The objective of this assurance engagement was to independently assess and express conclusions on underlying reporting processes and validate qualitative and quantitative claims, to limit misstatement and increase the overall credibility of the reported information and data.

## Scope of Assurance

The assurance encompassed the information and data related solely to the **BRSR Core indicators** as per the SEBI BRSR Framework for FY 2024-25 and focused on the figures, statements and claims related to sustainability during the reporting period 1, April 2024 to 31, March 2025. More specifically, this included:

- Information and performance data subject to assurance is limited to the content of the BRSR core parameters only.

## Assurance Criteria and Level of Assurance

This assurance covers the **reasonable level assurance** of BRSR Core Indicators of SIL.

The Assurance activities were provided following the requirements of **ISAE 3000 (Revised)**: International Standard on Assurance Engagements (Assurance on Non-Financial Information).

The assurance engagement is not a compliance audit and does not assess or evaluate compliance with applicable laws and regulations.

## Responsibility

The management of Syngene International Limited, the responsible party for this assignment, is responsible for the preparation and presentation of the BRSR Core Indicators for FY 2024-25. They are responsible for establishing and maintaining the internal controls and processes to ensure the collection, calculation, and reporting of accurate and reliable data for this sustainability report.

We, DQS India Private Limited, being the assessor of the report is responsible for expressing a reasonable level assurance conclusion based on the work performed regarding the accuracy and completeness of the data and information presented as the BRSR Core Indicators for FY 2024-25.

## Assurance Quality control and Practices

We have followed International Standard on Quality Control 1 and accordingly maintaining a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We have complied with the independence and other ethical requirements of the 'DQS India -Conflict of Interest and Code of Ethics Policy', which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior

## Assurance Methodology

The assurance procedures and principles used for this engagement were drawn from the ISAE 3000 standard and methodology developed by DQS, which consists of the following steps:

- Assessing the suitability of the engagement, including the appropriateness of the subject matter and criteria, the competence of the assurance team, and the presence of necessary preconditions. The terms of the engagement were agreed upon with the responsible party.
- Developing comprehensive assurance strategy and plan based on the subject matter, its context, and internal controls. This included identifying risks of material misstatement and determining the nature, timing, and extent of assurance procedures.
- Evaluating the suitability of the criteria used to measure or evaluate the subject matter, ensuring they were relevant, complete, reliable, neutral, and understandable.
- Evidence gathering through detailed procedures including inquiries, inspections, observations, recalculations, analytical reviews, and testing of controls and underlying data.

Below is the list of BRSR Core Indicators verified and the final numbers verified are attached as Annexure.

- Green-house gas (GHG) footprint
  - Total Scope 1 emissions
  - Total Scope 2 emissions
  - GHG Emission Intensity (Scope 1 +2)
- Water footprint
  - Total water consumption
  - Water consumption intensity
  - Water Discharge by destination and levels of Treatment
- Energy footprint
  - Total energy consumed
  - % of energy consumed from renewable sources
  - Energy intensity
- Waste management
  - Plastic waste
  - E-waste
  - Bio-medical waste

- Construction and demolition waste
- Battery waste
- Radioactive waste
- Other Hazardous waste
- Other Non-hazardous waste generated
- Total waste generated
- Waste intensity
- Each category of waste generated, total waste recovered through recycling, re-using or other recovery operations
- For each category of waste generated, total waste disposed by nature of disposal method
- o Employee Wellbeing and Safety
  - Spending on measures towards well-being of employees and workers – cost incurred as a % of total revenue of the company
  - Details of safety-related incidents for employees and workers (including contract-workforce e.g. workers in the company's construction sites)
- o Gender Diversity in Business
  - Gross wages paid to females as % of wages paid
  - Complaints on POSH
- o Inclusive Development
  - Input material sourced from following sources as % of total purchases
  - Job creation in smaller towns
- o Customer and Supplier Engagement
  - Instances involving loss / breach of data of customers as a percentage of total data breaches or cyber security events
  - Number of days of accounts payable
- o Open-ness of business
  - Concentration of purchases & sales done with trading houses, dealers, and related parties
  - Loans and advances & investments with related parties
- Materiality and Evaluation was conducted applying professional judgement on the evidence obtained to determine whether the subject matter conforms, in all material respects, with the applicable criteria.
- Reporting was based on the evidence obtained and its evaluation thereof, which led to preparation of this assurance report and expressed a positive form of conclusion on whether the subject matter is free from material misstatement.
- Quality Control and Documentation was part of DQS India's quality control system throughout the engagement in accordance with the requirements of ISAE 3000 (Revised) and relevant ethical standards. All procedures and findings were documented in a manner sufficient to support our conclusion.

## Observations and Findings

In addition to providing reasonable assurance, we noted the following observations during our engagement:

- **Stakeholder Inclusivity:**

We found no evidence to suggest that any key stakeholder groups were excluded from the stakeholder engagement processes related to the BRSR Core indicators. SIL has demonstrated a proactive and inclusive approach, ensuring that diverse stakeholder perspectives are considered throughout its sustainability-related performance and disclosures.

- **Materiality:**

We are not aware of any significant material sustainability topics related to the BRSR Core indicators that have been omitted. SIL has identified and reported on the relevant topics, ensuring alignment with stakeholder expectations and sector-specific material issues, particularly those covered under the BRSR Core framework.

- **Responsiveness:**

SIL has established robust processes to effectively respond to stakeholder concerns and manage its material sustainability issues covered under the BRSR Core disclosures. While our assurance was limited to the verification of the reported Core indicators, we observed that the company demonstrates adequate responsiveness to relevant stakeholder concerns within this scope.

- **Impact:**

SIL has implemented effective processes to measure, evaluate, and manage the environmental and social impacts associated with the BRSR Core metrics. These processes are aligned with key performance indicators (KPIs) relevant to the nature of its business and identified material sustainability issues.

- **Reliability:**

Data management processes and internal controls related to the BRSR Core indicators are in place and provide a reasonable level of reliability for the reported information. While some data, particularly at the operational level, are based on site-specific measurement systems, the overall approach supports the accuracy and completeness of Core disclosures.

## Limitations and Exclusions

Excluded from the scope of our work is assurance of information relating to:

- Company's financial disclosures, forward-looking statements, or other parts of the BRSR beyond the Core.

The following limitations should be noted:

- This limited assurance engagement relies on a risk-based selected sample of sustainability data and the associated limitations that this entails.
- The reliability of the reported data and information are dependent on the accuracy of metering and other production measurement arrangements employed at site level, which were not addressed as part of this assurance.

- This independent statement should not be relied upon to detect all errors, omissions, or misstatements that may exist.

### Conclusion

Based on the procedures performed and evidence obtained, we conclude that the BRSR Core disclosures of Syngene International Limited for the reporting year FY 2024-25 **are fairly stated, in all material respects, in accordance with SEBI's BRSR framework and the applicable criteria.** The list of BRSR Core Indicators and numbers verified are attached as Annexure.

### Statement of Independence, Integrity, and Competence

DQS ensures that appropriately qualified individuals are selected for assurance engagements based on their qualifications, training, and experience. The outcome of all verification and assurance assessments is internally reviewed by senior management to ensure a rigorous and

transparent approach is consistently applied. DQS provided assurance services to review SIL's sustainability data and processes, ensuring alignment with relevant ISO standards and risk management principles. The assurance assessments are the only work undertaken by DQS for SIL, thus safeguarding our independence and impartiality throughout the engagement.

On behalf of the assurance team

#### Dr. Murugan Kandasamy

CEO & Managing Director

Deutsch Quality Systems (India) Private Limited

23 May 2025

Bengaluru, India



# Annexure – BRSR Core Indicators

## 1. Details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY25 (Current Financial Year)
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	6637 MT
<b>Total Scope 2 emissions*</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	6,958 MT
<b>Total Scope 1 and Scope 2 emissions per rupee of turnover</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	tCO <sub>2</sub> e/ Revenue from operations	0.0000004
<b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	tCO <sub>2</sub> e/ Revenue from operations adjusted for PPP	0.00000771
<b>Total Scope 1 and Scope 2 emission intensity in terms of physical output</b>	tCO <sub>2</sub> e/ Permanent Employee	2.08

## 2. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 25 (Current Financial Year)
(i) Surface water	11,433
(ii) Groundwater	4874
(iii) Third party water	1,24,359
(iv) Seawater / desalinated water	NA
(v) Others	34,875
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	1,75,540
<b>Total volume of water consumption (in kilolitres)</b>	1,75,540
<b>Water intensity per rupee of turnover</b> (Total water consumption / Revenue from operations)	0.000004820 KL/INR
<b>Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total water consumption / Revenue from operations adjusted for PPP)	≈ 0.0000995 KL/USD
<b>Water intensity in terms of physical output</b>	26.87

## 3. Details related to water discharged:

Parameter	FY25 (Current Financial Year)
(i) To Surface water	NA
- No treatment	
- With treatment – please specify level of treatment	
(ii) To Groundwater	
- No treatment	
- With treatment – please specify level of treatment	
(iii) To Seawater	NA
- No treatment	
- With treatment – please specify level of treatment	
(iv) Sent to third-parties*	NA
- No treatment	
- With treatment – please specify level of treatment -pH and Ammonia correction	
(v) Others	NA
- No treatment	
- With treatment – please specify level of treatment	
<b>Total water discharged (in kiloliters)</b>	5817 KL

\*This information pertains only to the Hyderabad location of the company.

4. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY25 (Current Financial Year)	Unit of measurement
Total electricity consumption (A)	3,61,568	Giga Joules
Total fuel consumption (B)	4851	
Energy consumption through other sources (C)	0	
<b>Total energy consumed from renewable sources (A+B+C)</b>	<b>3,66,419</b>	<b>Giga Joules</b>
Total electricity consumption (D)	27,329	Giga Joules
Total fuel consumption (E)	62,962	
Energy consumption through other sources (F)	0	
<b>Total energy consumed from non-renewable sources (D+E+F)</b>	<b>90,291</b>	
<b>Total energy consumed (A+B+C+D+E+F)</b>	<b>4,56,710</b>	
<b>Energy intensity per rupee of turnover</b> (Total energy consumed / Revenue from operations)	0.0000125	Giga Joules/INR
<b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total energy consumed / Revenue from operations adjusted for PPP)	≈ 0.000259 GJ/international dollar	Giga Joules/USD
<b>Energy intensity in terms of physical output</b>	69.90	Giga Joules/Permanent employees

5. Details related to waste management by the entity:

Parameter	FY25 (Current Financial Year)
i. Plastic waste (A)	181.98
ii. E-waste (B)	3.74
iii. Bio-medical waste (C)	128.48
iv. Construction and demolition waste (D)	0
v. Battery waste (E)	73.99
vi. Radioactive waste (F)	0.01
vii. Other Hazardous waste. Please specify, if any. (G) – (Process residue, spent solvent, Off specification products, Date expired products, Spent carbon, Spent catalyst, Distillation residue, Discarded container, Process Sludge, Used Oil, Waste or Residue containing oil, spent liners, concentration & evaporation residues)	2440.99
viii. Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector) – (Aluminium waste, SS waste, MS waste, GI waste, GI with Puff waste, FRP waste, Paper Waste, Used Carton/ Corrugated Box, Glass waste, Wood Waste, Tissue-paper waste.)	1385.69
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>4214.88</b>
<b>Waste intensity per rupee of turnover</b> (Total waste generated/ Revenue from operations)	0.0000001157
<b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP*)</b> (Total waste generated / Revenue from operations adjusted for PPP)	0.00000233
<b>Waste intensity in terms of physical output</b>	
i. Recycled	4018.59
ii. Re-used	Nil
iii. Other recovery operations	Nil
<b>Total</b>	<b>4018.59</b>
i. Incineration	190.60
ii. Landfilling	Nil
iii. Other disposal operations	Nil
<b>Total</b>	<b>190.60</b>

\*The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor. Source of PPP rates: The International Monetary Fund (IMF) publishes the PPP conversion rates for all currencies, which is 20.66 for FY25.

## 6. Employees other than permanent:

	FY25 Current Financial Year
Cost incurred on well-being measures as a % of total revenue of the company	0.35%

## 7. Details of safety-related incidents:

Safety Incident/Number	Category	FY25 Current Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0.00
	Workers	0.00
Total recordable work-related injuries	Employees	5
	Workers	4
No. of fatalities	Employees	Nil
	Workers	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil
	Workers	Nil

\*Injury Frequency Rate is taken as 12-month rolling average.

## 8. Gross wages paid to females as % of total wages paid by the Company:

	FY25 Current Financial Year
Gross wages paid to females as % of total wages	18.99%

## 9. Complaints

filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

	FY25 Current Financial Year
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	5
Complaints on POSH as a % of female employees / workers	0.27%
Complaints on POSH upheld	100%

## 10. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY25 (Current Financial Year)
Directly sourced from MSMEs/ small producers	46%
Directly from within India	70%

## 11. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

Location	FY25 (Current Financial Year)
Rural	0
Semi-urban	0
Urban	1.44%
Metropolitan	97.95%

## 12. Provide the following information relating to data breaches:

- Number of instances of data breaches along with impact - Nil
- Percentage of data breaches involving personally identifiable information of customers – Nil
- Impact, if any, of the data breaches – NIL

**13. Number of accounts payables (Accounts payable \*365) / Cost of goods/services procured) in the following format:**

	FY25 (Current Financial Year)
Number of days of accounts payable	136

**14. Open-ness of business:**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY25 (Current Financial Year)
Concentration of Purchases	Purchases from trading houses as % of total purchases	18%
	Number of trading houses where purchases are made from	597
	Purchases from top 10 trading houses as % of total purchases from trading houses	29%
Concentration of Sales	Sales to dealers/ distributors as % of total sales	Not Applicable
	Number of dealers/ distributors to whom sales are made	Not Applicable
	Sales to top 10 dealers/ distributors as % of total sales to dealers/ distributors	Not Applicable
Share of RPTs in	Purchases from trading houses as % of total purchases	1.8%
	Sales (Sales to related parties / Total Sales)	2.6%
	Loans & advances (Loans & advances given to related parties/Total loans & advances)	Nil
	Investments (Investments in related parties/Total Investments made)	4%

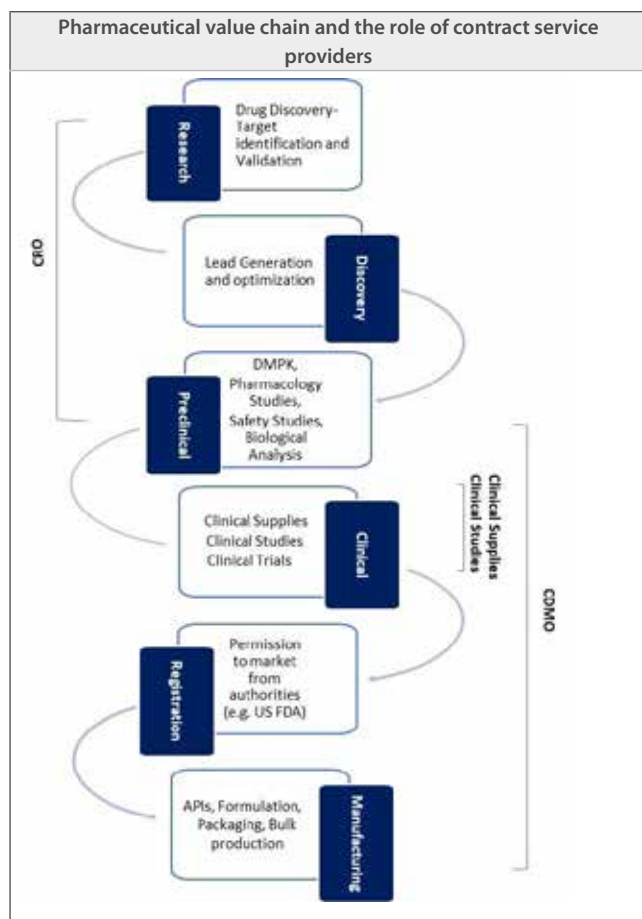
# Management Discussion and Analysis

## Syngene Overview

Syngene is a contract research, development, and manufacturing services company that offers a broad range of scientific services from the earliest stages of discovery to commercial supplies. This positions the Company as an end-to-end service provider within its sector. With more than 5,600 skilled scientists, advanced technological capabilities and in-depth scientific expertise, Syngene stands out as a preferred partner for biopharmaceutical companies seeking integrated drug discovery, development and manufacturing services. Although its primary focus is on the pharmaceutical sector, Syngene also collaborates with companies in nutrition, animal health, consumer products, and specialty chemicals. The Company has worked with around 400 clients primarily situated in the United States, Europe and the UK.

## The drug discovery value chain and Syngene's role as a service provider (CRO and CDMO)

Syngene provides end-to-end services as a Contract Research Organization (CRO) and Contract Development and Manufacturing Organization (CDMO) for large and small molecules.



As a CRO, the Company offers discovery research services and dedicated facilities which are designed and ring-fenced to meet a client's exclusive requirements. The dedicated centers house multi-disciplinary scientific teams and essential services with infrastructure tailor-made to meet the client specifications.

In Discovery Services, the Company provides end-to-end research services from target selection and high throughput screening to drug candidate delivery for development.

The Company offers different collaboration models ranging from long-term relationships with dedicated R&D facilities to Full-Time Equivalent (FTE) and Fee-for-Service (FFS) arrangements.

As a CDMO, the Development Services division delivers services required for clinical supplies to support clinical trial programs and provides clinical studies relating to safety, efficacy, and tolerability of the chosen drug candidates. Our modern, high performance manufacturing plants for large and small molecules, combined with our expertise in managing products from the early stages of development through to commercial-scale manufacturing, make us an attractive partner for clients seeking a single, reliable provider of services to progress their product to market.

## Contract Research Organizations (CRO)

Contract Research Organizations (CROs) provide research services to the pharmaceutical, biotechnology, medical device and other industries in the form of services outsourced on a contract basis.

From basic research to candidate selection, a wide range of activities are outsourced to CROs, including assay development, target validation, lead optimization, genetic engineering, hit exploration and safety and efficacy tests in animal models. The contract research industry has experienced rapid growth over the past decade with the pharmaceutical industry continuing to invest heavily in R&D, with a focus on developing innovative therapies to address unmet medical needs. The pharmaceutical industry is facing increasing pressure to reduce the time and costs associated with drug development. As a result, many companies are exploring new approaches to R&D including the use of digital technologies and collaborations with external partners.

### (i) Contract Research Services - market size and attributes

The global CRO market size was valued at USD 23 bn in 2023 and is expected to expand at a CAGR of 10% to USD 37 bn in 2028<sup>1</sup>. The growth of the CRO market is driven by factors such as increasing R&D activities in the pharmaceutical and biotechnology industries, rising demand for outsourcing activities and improving technological capabilities and global expertise.





1. Frost & Sullivan: Independent Market Assessment of the Global and Indian CRDMO Market

## (ii) Key industry trends

### Continued global demand for R&D outsourcing

#### Biotech funding:

Biotech funding has returned to pre-covid levels but has been unpredictable and CRDMO business recovery remains uneven. We are seeing growing prominence of small-mid biotech players in the drug innovation space, both in terms of number and scale e.g., they are contributing to ~50% of the early-stage assets in the pipeline. Given their focus on science and limited scale in-house these biotech players are expected to continue to rely heavily on CRDMOs.

Funding slowdown in 2022 and 2023 had pushed biotech companies to prioritize their spending towards development / late-stage assets, as these were most likely to be attractive immediately to potential acquirers. With overall funding in 2024 around pre-Covid levels, its flow towards research and preclinical work are showing signs of gradual recovery, resulting in higher request for proposals and enquiries for CROs. However, the recovery of business has been uneven with many customers taking longer for decision making and looking to commission smaller work packages to prioritize programs and extend cash funds. Biotech funding in Jan-March 2025 was down both y-o-y and sequentially. The pace of recovery in Biotech funding will be a key variable for growth in the CRO segment.

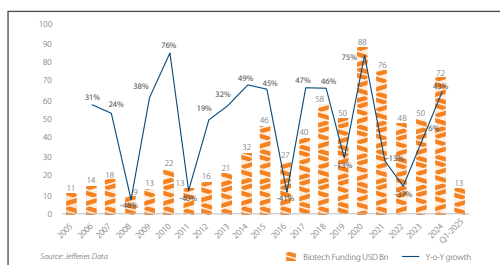


Figure 1: Historic Biotech funding, 2005-2024

### Increased cost pressures for large pharma companies, creating opportunities for CRDMO players

Large pharma companies are seeing increased cost pressures on the back of significant patent cliff and loss of exclusivity (LOE) with substantial revenue from novel biologics and small molecules going off-patent between 2024 and 2028. The need to replace LoE (loss of exclusivity) products and stagnating in-house pipelines is shifting focus for many of the large pharma companies towards acquisitions and partnerships to acquire late-stage assets

### Inflation Reduction Act:

IRA (Inflation Reduction Act) which was brought up into US law in 2022 directs US Federal spending towards lowering healthcare costs by authorizing price negotiations for new drugs within US Medicare. It is expected to shorten lifecycle for new drugs by reducing the market price (small molecule to 9 years and biologics to 13 years), thus compressing return periods and hence adding to the margin pressures for the pharma companies. While the pharma companies' response to IRA is still evolving (e.g., accelerating development programs, rationalizing pipelines, increased outsourcing etc.), there is uncertainty around the severity of the Act's impact, given the new government's emphasis to reduce regulatory burden, hence, critical to monitor.

### Changes in manufacturing capacity availability on back of acquisitions/consolidation to impact CRDMO demand

The Covid pandemic triggered a spike in capital investment into pharma / biotech companies and in turn into capacity expansion, both Govt and privately funded and led to the rapid building of large vaccine, biologics, Cell & Gene therapy capacity. As the pandemic receded there are many examples of brand new and often unused sites becoming available. The legacy of this is many plants are available for sale, often unqualified and consequently unproven as supply points which may offer great value and opportunities.

### Geopolitics and the China+1 strategy, coupled with the BIOSECURE Act, are set to drive a shift in outsourcing geographies

#### Diversification of supply chains

The COVID-19 pandemic and recent geopolitical events have highlighted the risks linked with dependency on a single supply source. Disruptions induced by the pandemic gave rise to supply chain challenges across multiple sectors, including the pharmaceutical industry. Consequently, companies are exploring options for their supply requirements to increase the resilience of their supply chains. This involves diversifying their supplier base to mitigate the risks associated with possible disruptions ensuring uninterrupted continuity of the supply chain.

### BIOSECURE ACT passage remains uncertain

Over the last 12 months, the projected beneficial impact of the BIOSECURE Act (introduced in December 2023 in the US Senate) softened with the introduction of an 8-year grandfather clause in May 2024. Though, there is uncertainty about the passage of the Act into law given the recent change in administration and this has not made into the Defence Bill that was introduced in December 2024, we believe pharma companies will start rethinking their CDMO network/footprint with a focus on building a robust China+1 strategy in the medium to long term. To diversify their supply chains, we have witnessed pharma companies do pilots with a select number of CRO companies as a means to test their scientific capabilities. Syngene has been working on pilot projects and has been successful in converting the majority of those pilots into full program contracts, which focus on our core scientific capabilities in synthetic chemistry, drug metabolism and pharmacokinetic studies and assay biology. The pipeline build of new pilot programs is continuing and will flow into 2026.

### Indian CRDMO landscape is evolving but faces its own unique challenges

India is strengthening its innovation ecosystem through government initiatives, policy reforms, and developing infrastructure which has the potential to create positive effect on the Indian CRDMO market.

Some of the notable developments are policy interventions for innovation at scale (e.g., the BioE3 Policy, approved by India's Union Cabinet in August 2024), Government impetus for overall pharma & API market with ~\$3Bn capital outlay with additional ~\$600Mn funding for Research and innovation and development of supporting infrastructure e.g., improving biotech infrastructure with emergence of 12 "biotech parks" dedicated to R&D and innovation, 3,500+ biotech startups driving innovation work across modalities (~2k set up within the last 5 years), 25,000+ post-graduates in microbiology added per year with basic capabilities etc.

Indian CRDMO players are moving to capture the outsourcing opportunities with several players raising capital crucial for business expansion, acquisitions, or investment in technology, expanding capacity and building global footprint.

While the India policy landscape is heading in the right direction, a lot of this is still preliminary and not yet actionable. Similarly, the deployment of funds has been slower than originally envisaged, e.g., only ~30% of the funds laid out for pharma and API industry have been disbursed in the last 4-5 years, funding for innovation has not yet been operationalized. In contrast, the Chinese CRDMO landscape is more evolved, bolstered by comprehensive government support and numerous initiatives to foster local innovation

### Disruption in technology accelerated by AI

Technological shifts, particularly with predictive and generative AI gaining traction, have the potential to transform the CRDMO industry by driving significant improvement in productivity and scientific outcomes and reducing/eliminating repetitive tasks to improve productivity outside the lab.

In Discovery Research, AI can accelerate and automate processes to enhance in-silico compound screening and bioassays, expediting wet lab processes. While this may reduce research time per molecule, it allows innovators to explore more candidates within the same budget, increasing the overall pipeline for CRDMOs. Additionally, AI can help reduce costs through anomaly detection, facilitating better corrective and preventive actions, and ensuring adherence to good manufacturing practices (GMP) and regulatory requirements.

AI tools can streamline operations, improve resource allocation, and increase overall efficiency, leading to cost savings and better strategic value creation. Additionally, AI-driven tools can significantly optimise corporate / enabling functions

As technology and AI continue to redefine the ways of working, it is important for CRDMO players to build an awareness of the evolving AI capabilities, to pilot and scale new tools as they become available. Further, it is important to understand the long-term evolution of technology and AI and what it could mean for the CRDMO industry.

### (iii) Syngene's Research Services

The Company offers its Research Services through various flexible models, which include shared resources and infrastructure as well as the option of a dedicated facility. The Company has a diversified offering in Research Services including Discovery Services, Dedicated R&D Centres and Clinical Development.

#### Discovery Services

#### (a) About the services

As a fully integrated, contract research, development, and manufacturing organization (CRDMO) working across multiple therapeutic areas and modalities, Syngene serves large, mid-sized, and emerging pharma and biopharma. Over the last several years, the requirements of our clients have evolved from seeking solely the benefits of strong technical execution in a low-cost operating region to additionally choosing to externalize collaboration and innovation. We further observe that our clients are often opting for the benefits of co-localization of critical path activities (e.g. synthesis, biological and PK/ADME characterization), as well as those from the ability to advance programs through downstream services (e.g. safety assessment, drug substance and drug product development).

During the recent period of geopolitical and financial uncertainty, many of our clients have opted to derisk their external operations, both through geographic diversity (e.g. China + India) and through the development of strategic partnerships with a limited number of CROs/CDMOs, rather than source capabilities across a broader network. This presents important growth opportunities for organizations featuring a breadth of integrated services.

In this context, Syngene has recently realigned our Operating Units responsible for technical delivery to a structure we feel best enables us to meet or exceed customer requirements and expectations. The newly formed Research Services division comprises the legacy Discovery Services operating units of Discovery Chemistry, Discovery Biology, Safety Assessment, and Computational & Data Sciences, as well as the special business unit of SynVent (expert led, integrated therapeutic discovery). Research Services additionally includes Translational & Clinical Research, as well as three dedicated centers for the clients Bristol Myers Squibb, Amgen, and Baxter. The remaining two technical divisions are the large and small molecule CDMOs, LMCDMO and SMCDMO, respectively.

#### (b) Syngene's strategy

The primary focus of Research Services is on human and animal health, noting we provide additional services in scientific adjacencies, including agricultural chemicals, consumer products, and material sciences. Our core market differentiation strategy is therefore to provide comprehensive, end-to-end therapeutic discovery, preclinical, and clinical development capabilities spanning all associated disciplines, disease areas, and therapeutic modalities.

Research Services delivers high-value innovation through its core scientific capabilities and specialty platforms. A key priority is ensuring world class productivity through investment in digitization and automation. We furthermore aim to retain clients through the downstream stages of development and manufacturing by offering rapid transitions at every stage in the value chain.

**(c) Progress made during the year**

Research Services continued to strengthen the end-to-end suite of capabilities to support client projects through the entire discovery and preclinical/clinical development paradigm for the range of modalities, including traditional small molecules, specialty chemistry platforms such as peptides, oligonucleotides, and PROTACs, as well as biologics, therapeutic antibodies, antibody-drug conjugates (ADCs), and cell and gene therapy. This included investments both in new and enabling technologies to strengthen technical delivery, as well as robotics and automation to drive speed and efficiency at scale.

To enhance and simplify the customer experience, during Q3 we launched Phase 1 of Syne-MAP<sup>a</sup>, a proprietary B2B ecommerce platform, which allows clients to explore available biological assays, configure services, and place orders online, enhancing collaboration timelines and efficiencies. This phase included comprehensive access to our Drug Metabolism and Pharmacokinetics (DMPK) offerings. The portal allows clients to view protocols, request studies, and receive data. Subsequent stages will extend this online portal to service offerings in other Research Services departments.

Throughout FY25, Research Services enabled several clients to achieve key milestones. Within Syngene SynVent<sup>™</sup> specifically, five of five planned candidate selections were achieved. Syngene scientists were listed as co-inventors in nine patents.

**(d) Capability and capacity additions during the year**

- Q1 of FY25 was marked by the start of several pilot projects for pharma clients exploring outsourcing options beyond China. Successful delivery of these projects will build a foundation for larger scale future collaborations.
- The Company continued to add capacity and capabilities in Discovery Services at its Bangalore and Hyderabad campuses in areas such as antibody-drug conjugates, peptides and oligonucleotides.
- Within Research services, Syngene continued to receive pilot projects from large and medium sized pharma companies and successfully converted majority of these programs into full-fledged contracts.
- Continued technology upgrades and automation in its operations to enhance scientific excellence:
  - a. Integration of advanced automation with the DMPK operations. The initial implementation of these upgrades has heightened speed, consistency and efficiency.

- b. Introduced SYNe-MAP<sup>™</sup>, a proprietary B2B ecommerce platform, which allows clients to explore available biological assays, configure services, and place orders online, enhancing collaboration timelines and efficiencies.

**Dedicated R&D Centers**

**About the centers**

The Dedicated R&D Centers offer a “turn-key” solution to clients, essentially the equivalent of their own research site in India and scalable from a partial floor to multiple buildings. These centers are tailored to provide everything required to advance the client’s projects, including highly trained scientific personnel, management, infrastructure, operating systems, and standardized processes and procedures in compliance with regulatory requirements. Clients operating within this model can readily access additional Syngene services as required.

The facilities are usually part of long-term strategic partnerships for five years or longer. Client representatives are co-located in the Dedicated Center premises, thereby creating a truly collaborative environment with real-time and continuous exchange of ideas which fosters creativity and learning for all stakeholders

**(i) Syngene’s strategy**

**Extend and expand the dedicated R&D centres**

The Company remains focused on continuing to strengthen the existing partnerships with Dedicated Center clients. Such partnerships provide revenue visibility over the medium to long-term with predictable cash flows. The Company is also exploring opportunities to expand the partnerships with these clients beyond the dedicated center model.

**Progress made during the year**

Revenue from Research services (Dedicated Centers+ Clinical Development + Discovery Services) – increased by 2% compared with last year. While Dedicated Centers grew at a steady pace, Discovery services registered growth on the account of conversion of pilots and capacity ramp up by existing clients in second half of FY25, First half was impacted by the slow down in biotech funding in the US resulting in spend optimization by clients. The contribution to total Syngene revenue from Research Services was at approx. 61% for the year similar to previous year.

**Overall outlook for Research Services:**

The year was challenging for the research services industry as a whole as US biotech funding remained uncertain and delays around USA BIOSECURE ACT impacted client spending on research projects. In addition, biopharma companies continue to restructure with layoffs and site closures. However, with our diversified and resilient research business, Syngene grew in the second half of the year after a challenging first half

With increasing R&D spend and propensity to outsource by our clients, we believe that the long term growth drivers for the industry are intact. Furthermore, India’s concerted effort to position itself as an attractive outsourcing destination, coupled

with a strategic drive to increase supply chain resilience, may yield long-term advantages. While short-term challenges may arise due to funding issues or pharmaceutical companies focusing their efforts on late-stage pipeline projects, the sustained investment in pipeline development is expected to persist in the long run.

Throughout FY26, Research Services will continue to enhance and expand our service offerings through further investments in both key technical talent and enabling technologies. We will continue to make technology upgrades in research services to enhance scientific excellence, improve competitive positioning and deliver customer value. The Company will be focused on implementing operational improvements to enhance customer centricity, automate processes and drive a culture of continuous improvement resulting in improved performance at a reduced cost base. We will invest in building differentiating technologies such as ADC, peptides which are witnessing high growth.

We expect growth trajectory to continue in FY26 with diversified research business model across Discovery Services, Dedicated Centers and Clinical Development. Conversion of pilot projects and improved biotech funding will be key levers of growth.

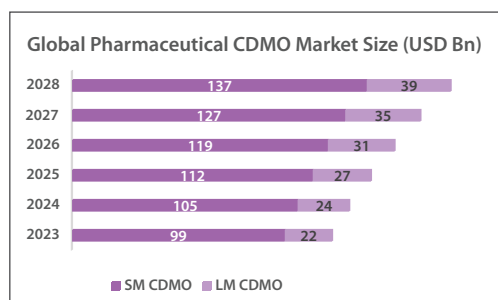
In the dedicated centers, the Company will continue to focus on the needs of its long-term strategic partners through investment in new capabilities and continuous improvement in services.

#### Contract Development and Manufacturing Services (CDMO)

CDMOs specialize in the development, scale-up and manufacturing of drug products for clinical trials and commercial distribution. They offer a range of services that include drug development, process development, analytical testing, formulation development, scale-up, manufacturing, packaging and distribution. These services can be provided on a stand-alone basis, or as part of a complete end-to-end service offering.

#### (i) Contract development and manufacturing services – market size and attributes

The global CDMO market (comprising small and large molecules) was valued at USD 120 bn in 2023<sup>1</sup> and is expected to grow at a CAGR of 8% to reach a market size of USD 176 Bn in 2028. Strong technical and R&D infrastructure capabilities, availability of skilled scientific talent and quality manufacturing with strong track record of regulatory compliance, are some of the key success factors for a CDMO. The reliance on CDMOs will further increase going forward as they continue to offer innovator pharmaceutical companies commercially feasible solutions for a range of drug development and manufacturing services, such as pharmaceutical formulation, analytical development, process optimization, and scale-up manufacturing.

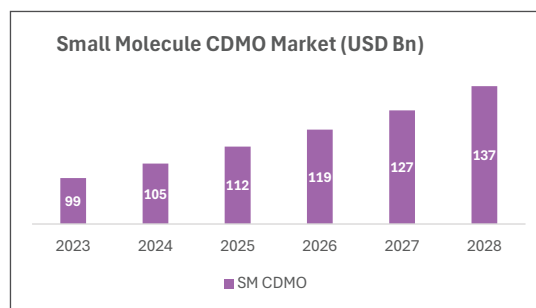


1. Frost & Sullivan: Independent Market Assessment of the Global and Indian CRDMO Market

#### (ii) Small molecule development and manufacturing services market

A typical small molecule CDMO offers services in clinical scale drug substance and drug product development, clinical scale manufacturing services and commercial scale development and manufacturing services.

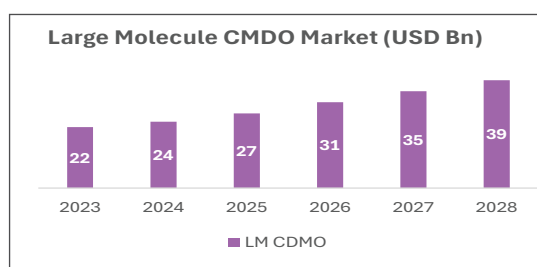
In the CDMO industry, small molecules currently dominate the industry with 80%+ proportion, as they can target a wide range of diseases and disorders and remain a fundamental component of pharmaceutical markets. With increase in outsourcing and growing complexity and diversity of small molecules, SM CDMO industry is expected to grow at rate of 6.8% during 2023-28 to reach a \$137 Bn by 2028<sup>2</sup>.



2. Frost & Sullivan: Independent Market Assessment of the Global and Indian CRDMO Market

#### (iii) Large molecule development and manufacturing services market

The large molecule market size is currently estimated at USD 22 bn<sup>3</sup> and is forecast to grow at a CAGR of 12% to reach the market size of USD 39 bn in 2028<sup>3</sup>.



3. Frost & Sullivan: Independent Market Assessment of the Global and Indian CRDMO Market

**Drug development for large molecules can be divided into two sections:** drug substance (DS) development, which includes the development of master and working cell banks, manufacturing process development, and scale-up; and drug product (DP) development, which includes filling the drug substance into the primary containers.

**(iv) Syngene's development and manufacturing services**

**Small Molecule CDMO Services:**

We restructured our operating model with the integration of small molecule development and manufacturing into a single division. It now mirrors how our clients approach their commercial manufacturing requirements. To support this, we consolidated our drug substance (DS) and drug product (DP) salesforce, strengthened our leadership team with step up hires.

We revamped the operating model to adopt a "follow-the-molecule" approach, thereby enhancing our operational effectiveness.

In Small Molecule CDMO Development Services, Syngene offers preclinical development, API and drug product development. We engage in drug development services from lead generation to clinical supplies of drug substance and drug product. We also support our clients in drug filing with US FDA and other regulatory authorities.

The Company has an integrated small molecule offering including process development, nGMP supplies and clinical and commercial supplies. The Company has a state-of-the-art small molecule commercial manufacturing facility in Mangalore which has successfully completed the US Food and Drug Administration (US FDA) approval, an important building block for the company's small molecule commercial manufacturing strategy.

Syngene offers current Good Manufacturing Practices (cGMP) manufacturing from benchtop volume to commercial scale as well as end-to-end solutions from GLP-Tox batches to clinical supplies, scale-up, launch and commercial manufacturing

**Syngene's Small Molecule CDMO Services strategy**

We aspire to be a mid-scale player in the small molecule with depth/differentiation in select technologies of the future. This strategic positioning will enable us to differentiate and offer value-added services with meaningful scale and favorable unit economics. Additionally, it allows us to avoid over-investing in costs or any single specialized area, ensuring balanced growth and sustainability.

One of the key considerations for the success of our SMCDMO business is to have the right scale. We will look for strategic options to enhance scale for our small molecule business which makes it attractive for commercial innovators who are looking for reliable long term supply sources.

Over the strategic period, we plan to expand our Total Addressable Market (TAM) by enhancing our focus on small-mid biotech to expand further on early-stage development projects and strengthen the large pharma projects to build further on "follow-the-molecule approach. We will achieve this by strengthening our Go-To-Market with a sharper value proposition for each customer cohort and improved productivity per BD. We will also invest in a select set of new technologies including peptide/oligos to build a scalable and differentiated business

**Progress made during the year /Capability and capacity additions:**

The changes in our operating model, commercial setup, and focus on operational improvement are showing early positive impact such as increase in win rates, stronger pipeline of projects which has the potential to advance from development to late stage, scaled the process development pilots and increased capacity utilisation

We continue to focus on offsetting operating costs by utilizing development capacity, including working on multiple small scale development stage projects. The business is long cycle, and such projects help us build client interest and strengthen credibility.

We demonstrated our scientific excellence leading to enhanced yields, resolution of complex issues, successful crystallization, and delivery of complex dosage forms for multiple clients.

In the financial year 2025, our primary focus was on expanding capabilities through modifications to existing facilities, the construction of new ones, and strengthening our team by bringing in subject matter experts for emerging modalities. We also concentrated on streamlining documentation processes to ensure timely deliveries while maintaining regulatory and compliance standards. FY25 was marked with increase in PRD projects in first half of the year.

A new, dedicated laboratory for the synthesis of potent molecules has been established. A state-of-the-art facility for handling molecules under OEB-4 conditions has been set up at the mangalore site.

Revenue from SM CMDO declined by 24% Y-o-Y with the contribution to revenue going down to 12% in FY25 from 16% in FY24.

**Outlook for Small Molecule Development and Manufacturing Services:**

SMCDMO is an attractive space to be in with two key drivers fueling this growth including pressure on large pharma to accelerate development efficiently and lower costs, driving greater CDMO reliance, and the emergence of new technologies with a growing asset pipeline that favor outsourcing and promise higher profitability due to specialized skill requirements.

This growth will be primarily driven by a strong focus on enhancing operational performance and service improvements within our core business unit. We are also evaluating scaling our operations through capacity expansion and strategically entering new segments such as ADC and oligonucleotides. These efforts will strengthen our market position and create new sources of differentiation.

**Large molecule development and manufacturing services**

The Company is a fully integrated custom biomanufacturer. Our solutions include mammalian and microbial capabilities for clinical and commercial supplies. We have a strong track record in terms of experience and know-how across monoclonal antibodies, bispecific, antibody fragments, recombinant proteins, glycoproteins, mRNA, microbial (E. coli and Pichia) and microbiome Live Biotherapeutic Product (LBP).

Our biologics manufacturing facility can accommodate multi-product production campaigns simultaneously, based on a single-use technology platform. It is designed to support clients during long-term



commercial manufacturing campaigns. Our facility has a wide range of the latest technology combined with rich experience in handling cell culture-based products.

**(a) Strategy: Provide end-to-end solutions for development and manufacturing**

The Company aims to enhance the business through further improving Syngene's biologics brand and commercial reach in human and animal health. Syngene acquired Stelis Unit 3 and recently entered the US market through the acquisition of the Emergent Baltimore facility – and the focus now is to build a pipeline of projects that generate recurring revenue & expand our integrated development pipeline to feed future commercial launches and operationalize Unit -3 and USA Biologics facility

We intend to expand the portfolio in new growth areas by continuing progress in niche microbial and emerging Advanced Therapy Medicinal Products (ATMP) areas, expand portfolio with capability investments including ADC market via investment in commercial scale bioconjugation capability and drug product market.

We will continue to expedite building our capabilities and focus on efficiencies (reduce \$/g costs via technology advancements, digitization, operational excellence)

**(b) Progress made during the year/ Capability and capacity additions**

Syngene acquired its first biologics site in the USA – fitted with multiple monoclonal antibody (mAbs) manufacturing lines. The state-of-the-art biologics facility, acquired by Syngene USA Inc., a wholly owned subsidiary of Syngene, from Emergent Manufacturing Operations Baltimore, LLC (a subsidiary of Emergent BioSolutions Inc.), will expand Syngene's growing global biologics footprint to better serve its customers across both human and animal health market segments. It enables Syngene to expand its footprint in the largest US market and comply with requirements of clients looking for USDA approvals for their products. The new site will increase Syngene's total single-use bioreactor capacity to 50,000L for large molecule discovery, development, and manufacturing services. Additionally, it will provide Syngene's customers with continuity of supply from its four development and manufacturing facilities located in India and North America, offering services ranging from cell line development, process optimization and both clinical and commercial supply.

- During the year, the Company introduced a protein production platform, which reduces development timelines by months for a variety of biologics - including monoclonal antibodies, biosimilars, antibody drug conjugates and other recombinant proteins - gaining time for clients and enabling medicines to reach patients more quickly.
- Syngene progressed with repurposing the biologics manufacturing facility (Unit III) acquired in FY24. The facility has received local regulatory approvals during

the year. In addition to single-use bioreactors, the plant includes a development suite for the clinical supply of drug substances and two high-speed vial filling lines. The facility offers plug-and-play manufacturing platforms, which can be customized and tailored to meet customer needs.

- During the year, Syngene achieved a milestone by becoming the first company in the Indian pharma and life sciences industry to earn the 5S certification (5S is a cyclical methodology: sort, set in order, shine, standardize, sustain the cycle) for the biologics quality control laboratory. Awarded through a joint evaluation by the Union of Japanese Scientists and Engineers (JUSE) and the Quality Circle Forum of India (QCFI), the certification recognizes Syngene's laboratory designs and practices, which have led to better workplace organization, increased productivity, enhanced safety, improved quality control and fewer errors
- We have been investing in building our commercial teams closer to client locations. Our investment in expanded commercial resources is paying with the increase in amount of new business compared to previous years driven by enhanced strategic marketing focused on targeted customer segments with clear segment and investment in enhanced sales training to establish a common value selling process.

Overall, Large Molecule Development and Manufacturing Services revenue grew by 22% with share of revenue increasing from 21% in FY24 to 25% in FY25

**Outlook for Large Molecule Development and Manufacturing Services:**

LM-CDMO market dynamics remain attractive and Syngene is well positioned to take advantage of the market growth.

Syngene has invested in capacities both in India and the US and recent capacity additions including USA presence gives growth headroom in an attractive growing global market. The Company is also working on early-stage integrated development projects which have the potential to feed into later stage clinical/ commercial programs.

US entry is essential to maintaining our leading position in Animal Health. It opens up access to a new and sizable customer segment (US customer who only outsource domestically) and is a critical factor in delivering near term and long-term revenue due to client interest we are witnessing.

The business will transition from a regional supplier to one that operates a global network capable of addressing every Human and Animal Health customer with a value proposition that provides flexibility to the customer seeking both speed to market and cost competitive on a global scale. Adding Drug Product capability and augmenting the core business with new market entry opportunities will provide 'one stop & integrated solutions' further diversifying the biologics portfolio in targeted areas that exceed the core market growth rates.



## Essential Functions

### Quality:

Over the past year, Syngene made significant progress in digital transformation, regulatory compliance, facility expansion, and operational excellence. Key digital initiatives included the implementation LIMS upgrades for paperless lab operations, and RealWear hands-free devices for virtual audits. Additionally, a Scientific Data Management System was introduced to integrate multiple lab instruments on a single digital platform, and predictive analytics-powered dashboards were deployed for GMP QC lab scheduling and planning.

On the regulatory front, Syngene secured CDSCO approval for the S19 Raw Material (RM) lab, enabling in-house testing and GMP raw material release, thereby reducing reliance on outsourcing. The Biologics QC unit became the first Pharma and Life Sciences company to receive the prestigious 5S Certification from JUSE (Japanese Union of Scientists and Engineers) and QCFI (Quality Circle Forum of India), reaffirming Syngene's commitment to quality and operational excellence. The unit also won the Platinum Award at the 19th CII Edition for reducing testing turnaround time and improving productivity.

Facility expansions included commissioning the IPQC and microbiology labs in Stelis Unit 3 (SU3), repurposing the SU3 drug substance facility for mAb production, and installing OEB IV-compliant equipment at MSEZ for potent product handling. The BMP5 facility at SU3 was also commissioned for routine production. Technological advancements strengthened Syngene's analytical capabilities with the integration of SEC-MALS, Spectramax i3x, iCE, and CE systems.

Furthermore, four Green Belt projects led to a 15% cost reduction, improved audit scores, and a decrease in LIR and human errors. The year also marked the digitalization of microbiology sample analysis, reinforcing Syngene's focus on innovation, efficiency, and regulatory excellence.

### IT

In the past year, the IT department has undertaken several key initiatives that have significantly enhanced operational efficiency, streamlined processes, and improved overall productivity across the organization. IT investments in automation and digitization continue to enhance productivity, efficiency, and business agility across scientific and enterprise functions. Our IT strategy follows a business-driven, IT-enabled approach, ensuring alignment with organizational goals while delivering value to our customers.

We refreshed our IT strategy to boost digital capabilities and future-proof operations. To drive structured AI adoption, pilot high-impact use cases, and scale successful solutions, thus enhancing productivity, decision-making, and innovation.

In FY25, we initiated several key projects. Project VEGA is a multi-year transformation initiative aimed at automating and integrating core business processes—from lead generation to revenue collection. By embedding intelligence and enhancing process controls, it boosts efficiency, transparency, and agility.

Project VEGA Phase 1 focused on strengthening digital integration, with the Biologics team (BMP1) adopting MRP for demand planning, replacing manual methods. Integration with smart dashboards improved accuracy and led to significant inventory savings. As a result, the project attributed to savings IT initiatives amounted to INR 5 crore, while the total savings for the organization reached INR 10 crore. Additionally, the project helped in reducing the Days of Inventory Outstanding (DIO) from 198 days to 138 days, further contributing to cost savings and improved resource utilization.

The new Contract Lifecycle Management (CLM) system, integrated with enterprise platforms, streamlines contracts, enhances compliance, and increases efficiency. The d-VEGA module simplifies the lead-to-opportunity process, with process mapping and blueprinting complete, and implementation underway.

Project VEGA Phase 2 involves setting up a Data Management Office (DMO) to ensure data accuracy, consistency, and integrity across functions, supporting a smooth SAP S/4HANA and SAP Ariba transition.

In Clinical Development, we enhanced LIMS capabilities for pathological testing, ensuring better data management and compliance.

We also established a Digital Infrastructure Layer to support various technological advancements, enhancing operational efficiency and scalability. The adoption of electronic Batch Manufacturing Records (eBMR) for Biologics and Chemical divisions improved accuracy, data integrity, and regulatory compliance.

We also focused on enhancing information security across Syngene by establishing the Information Security Working Group (ISWG) to strengthen cybersecurity and data protection. Since October 2024, ISWG has improved security policies, risk assessment, and cybersecurity awareness, aligning with ISO 27001:2022 standards and enhancing Data Loss Prevention (DLP) policies. Syngene International Ltd. is now ISO 27001:2022 Certified.

In Discovery Services, we optimized inventory management by implementing an Inventory Dashboard for real-time stock visibility, improving tracking, forecasting, and procurement while reducing stockouts, excess, and costs. At Syngene Unit-III, initiatives to boost manufacturing efficiency through IT-OT integration and AI-driven predictive maintenance were launched, enabling seamless data flow, fault detection, and reduced downtime.

To enhance quality control, we launched a Quality Control Planning and Scheduling Tool (Beta) to replace manual planning with a real-time dashboard, improving lab efficiency by tracking sample availability, analyst workload, turnaround times, and productivity, with automated alerts for deviations.

To improve employee experience, we continuously invested in upgrading HR processes, covering the entire employee lifecycle from hire to retire. The implementation of SAP SuccessFactors,

including modules like Employee Central and Succession Planning, empowered employees with self-service capabilities and streamlined HR operations.

As part of AI Adoption, we rolled out Microsoft Co-Pilot to deliver AI-powered support across M365 apps, with leadership training enabling effective adoption. The adoption of Microsoft Copilot boosted productivity by automating repetitive tasks. Attendance management was automated using Robotic Process Automation (RPA), cutting processing time by 53% and improving accuracy and compliance.

Strengthening IT infrastructure for performance, resilience, and safety included implementing a One-Click Disaster Recovery system, achieving a 15-minute Recovery Point Objective (RPO) and a 2-hour Recovery Time Objective (RTO), ensuring swift recovery and minimal disruption during system failures.

These initiatives collectively contributed to a more efficient, resilient, and innovative organization.

### Strategic sourcing

Over the past year, strategic sourcing remained strong despite geopolitical tensions and global disruptions. This was driven by our multi-supplier network and a strong local supply ecosystem.

To support Syngene's growth, we expanded our category expertise and capabilities while maintaining a strong focus on ESG and compliance. Our goal was to build a future-ready supply chain that meets evolving customer needs.

In discovery services, there was an increase in catalogue chemicals procurement from local warehouses and the development of alternate sourcing for critical materials, improving delivery timelines and ensuring business continuity. Our Key Starting Material (KSM) supplier network in India expanded with a focus on specialized chemistries, reducing dependency on China in our small-molecule development services. In Biologics, we continued our focus on cost competitiveness and strengthening supply assurance from our global suppliers.

Our Annual Supplier Summit in November 2024 brought together 50+ strategic suppliers with theme of fostering a strong local sourcing ecosystem. We also set science-based Scope 3 emission targets (approved by SBTi), engaged with top-emitting suppliers, and upskilled internal teams, equipping them for the next level of engagement. Additionally, we secured supplier partner membership with PSCI, an association of leading pharmaceutical companies, further strengthening our commitment to sustainable and responsible sourcing.

### Operational excellence

At Syngene, operational excellence is deeply ingrained in our daily operations, with leaders at every level driving continuous improvement. Our core values—safety, quality, and integrity—form the foundation of everything we do. We leverage Lean and Six Sigma methodologies to eliminate waste and enhance efficiency across all functions.

This year, we made significant strides in strengthening our systems and processes. Through the Lean Six Sigma Academy, we trained 35 Black Belts, 109 Green Belts, 120 Yellow Belts, and 1,400+ White Belts, ensuring 99% of employees are certified at the White Belt level. Our 5S implementation established a well-organized and efficient workplace, earning JUSE-QCFI certification in December 2024, making Syngene the first company in the pharma and life sciences sector to achieve this milestone. Employees contributed 2,600+ Kaizen ideas, driving innovation and continuous improvement.

Our SQDECC (Lean Daily Management System) further enhanced operational efficiency by focusing on Safety, Quality, Delivery, Engagement, Compliance, and Cost, with 80+ SQDECC boards actively driving performance across the organization.

Our commitment to operational excellence has been recognized at both national and international levels, earning 41 awards from prestigious organizations such as ASQ, CII, and QCFI. Our Kaizen case study on Sustainability for Hazardous Waste Management through Co-processing was presented at ICQCC-2024 in Colombo, Sri Lanka, where it won the highest Gold award.

These achievements reinforce our unwavering dedication to fostering a culture of continuous improvement and operational excellence at Syngene.

## Human Resources

Syngene continues to thrive with a highly skilled, science-driven workforce, with scientists representing 88% of our team. This year, we expanded our talent development framework through two key programs: the Accelerated Leadership Program (ALP), an 18-month Management Trainee initiative launched in July 2024 with its first cohort of 5 trainees from leading business schools, and the Graduate Accelerator Program (GAP), a new 6-month intensive onboarding for STEM postgraduates. Alongside these programs, we continue to recruit both seasoned industry professionals and fresh graduates, ensuring a robust talent pipeline. The Syngene Training Academy (STA) remains foundational, equipping all new joiners with the technical and professional skills needed to excel in industrial research.

My Future Plan is now fully embedded in our culture, driving meaningful performance and career discussions across all levels. This framework has transformed talent development, providing clear growth pathways while aligning individual aspirations with organizational goals.

Building on our commitment to employee wellbeing, we launched Thrive360, a holistic program addressing physical, mental & emotional, financial, social, workplace & culture and professional wellbeing. Initiatives under this umbrella - including enhanced benefits, mental health support (extending to families), and upgraded policies - have been well-received, contributing to a more engaged and resilient workforce.

Our pulse Employee Experience Survey continues to guide workplace enhancements, ensuring we remain responsive to our workforce's evolving needs. Together, these initiatives solidify Syngene's reputation as a premier scientific employer, fostering both individual growth and sustainable success.

## FY25 Financial Performance

The consolidated financial performance of the Company for FY25 (in Rs Mn) is discussed below.

Particulars	FY24	FY25	Change (%)
Revenue from operations	34,886	36,424	4%
Other income	906	718	-21%
<b>Reported revenue</b>	<b>35,792</b>	<b>37,142</b>	4%
Costs of chemicals, reagents and consumables consumed	9,302	9,425	1%
Employee benefits expense	9,699	10,792	11%
Other expenses	5,183	5,770	11%
Foreign exchange fluctuation gain/(loss), net	-558	-19	-97%
<b>EBITDA</b>	<b>11,050</b>	<b>11,136</b>	1%
Depreciation and amortisation expenses	4,259	4,326	2%
<b>EBIT</b>	<b>6,791</b>	<b>6,810</b>	0%
Finance costs	472	531	13%
<b>PBT</b>	<b>6,319</b>	<b>6,279</b>	-1%
Tax	1,133	1,530	35%
<b>PAT before exceptional item</b>	<b>5,186</b>	<b>4,749</b>	-8%
Exceptional item (refer note 1)	-86	213	-348%
<b>PAT after exceptional item</b>	<b>5,100</b>	<b>4,962</b>	-3%
Other comprehensive income for the year	1,426	-147	N/a
Total comprehensive income for the year	6,526	4,815	-26%

### FY25 financial performance includes the following adjustments:

Note 1. Exceptional item (net of tax) in FY24 pertains to transaction costs relating to the acquisition of the multi-modal facility from Stelis Biopharma Limited. For FY 25 pertains to insurance claim received on account of fire incident which took place on 12 December 2016, for the loss of fixed assets.

Particulars	FY24	FY25	Change (%)
<b>Revenue from operations</b>	34,886	36,424	4%
<b>EBITDA from the operations</b>	10,144	10,418	3%
<b>Reported PAT before exceptional items</b>	5,186	4,749	-8%
<b>Reported PAT (After exceptional items)</b>	5,100	4,962	-3%

### Revenue

Revenue from operations increased by 4%, from Rs Rs 34,886 Mn in FY24 to Rs 36,424 Mn in FY25. This growth was driven by strong performance in Large Molecule business driven by commercial revenues and PRD projects from other clients. Research Services remained stable, contributing to 61% of the total revenue, consistent with last year. Challenging funding environment for US Biotech companies impacted the demand growth in Discovery Services leading to slower overall growth compared to the previous year..

Syngene's approach of building robust and diversified business model across the CRO and CDMO services, along with a strong focus on execution, enabled the Company to be resilient during the period.

Other income for the period decreased by 21% to Rs 718 Mn. Other income decreased due to lower cash balance as a result of acquisition of Stelis Unit 3.

Including the other income, total revenue growth for the year was at 4% year on year, increasing from Rs 35,792 Mn in FY24 to Rs 37,142 Mn.

### Cost of materials consumed

The cost of materials consumed in FY25 increased by 1% to Rs 9,425 Mn, accounting for 26% of revenue from operations less than 27% of revenue

in FY24. Raw material cost as a percentage of revenue improved in FY 25 compared to FY 24 driven by change in business mix and improved yield in biologics.

### Employee benefits expense

The employment costs was Rs 10,792 million during the year reflecting an increase of 11%. Employee cost-to-revenue ratio increased from approximately 28% in FY24 to 30% in FY25 attributable to yearly increments and leadership hiring.

### Other expenses

Other expenses recorded a 11% rise compared to the previous year, attributed to investments in commercial team, digital/automation initiatives and repair and maintenance costs.

Partially offsetting this increase were reduced direct costs, primarily in power and utility expenses, which demonstrated a year-on-year decline. This favorable trend is indicative of reduced utility input costs and an uptick in the utilization of green energy across our facilities.

### Foreign exchange fluctuation

The Company made an exchange loss of Rs 19 Mn during FY25 as against an exchange loss of Rs 558 Mn in the previous year. The loss was largely on account of the hedge rates being lower than the prevailing market rates.

### Depreciation and amortisation expense

Depreciation and amortization increased to Rs 4,326 Mn from Rs 4,259 Mn in FY24. This is driven primarily by asset additions over the last 12 months and new building leases entered during the period.

### Finance costs

The Finance costs increased by 13% to Rs 531 Mn in FY25 compared to Rs 472 Mn in FY24 due to interest component of lease liabilities on new properties taken on lease.

### Tax expenses

Tax expenses for the year increased from Rs 1,133 Mn to Rs 1,530 Mn in FY25. Reported PAT before exceptional items for the year was down 8% to INR 475 crores.

### Profitability

The Company's reported Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) in FY25 grew by 1% from Rs 11,050 Mn in FY24 to Rs 11,136 Mn in FY25.

EBITDA margin for the year was at 30.0% compared to 30.9% in FY24.

Excluding other income, EBITDA from operations increased from Rs 10,144 Mn in FY24 to Rs 10,418 Mn in FY23, an increase of 3% year-on-year, resulting in a margin of 28.6% of revenue from operations for the year as compared to 29.1% in the previous year.

Profit After Tax before exceptional items decreased by 8% from Rs 5,186 Mn in FY24 to Rs 4,749 Mn in FY25. Adjusting for exceptions, report PAT decreased by 3% from Rs 5,100 mn in FY24 to Rs 4,962 mn in FY25.

### Other Comprehensive Income

Other comprehensive income includes re-measurement gains/losses on defined benefit plans and gains/losses on hedging instruments designated as cash flow hedges. The decrease/increase is primarily due to mark-to-market gain/loss on the hedge instruments.

**Analysis of the Consolidated Balance Sheet:** The following table exhibits the Company's balance sheet as on 31st March, 2025 and 31st March 2024: (in Rs Mn)

	31 Mar 2024	31 March 2025	Change (%)
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	23,783	23,226	-2%
Capital work-in-progress	8,368	12,614	51%
Right-of-use assets	4,024	4,192	4%
Investment property	411	343	-17%
Other intangible assets	282	256	-9%
Intangible assets under development	13	47	262%
Financial assets	2,578	2,521	-2%
Deferred tax assets (net)	407	295	-28%
Income tax assets (net)	1,923	1,243	-35%
Other non-current assets	137	349	155%
<b>Total non-current assets</b>	<b>41,926</b>	<b>45,086</b>	<b>8%</b>
<b>Current assets</b>			
Inventories	2,385	1,555	-35%
Financial assets	16,083	20,018	24%
Other current assets	1,122	1,300	16%
<b>Total current assets</b>	<b>19,590</b>	<b>22,873</b>	<b>17%</b>
<b>Total assets</b>	<b>61,516</b>	<b>67,959</b>	<b>10%</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	4,020	4,025	0%
Other equity	38,557	43,243	12%
<b>Total equity</b>	<b>42,577</b>	<b>47,268</b>	<b>11%</b>
<b>LIABILITIES</b>			
<b>Non - current liabilities</b>			
Financial liabilities	4,651	4,106	-12%
Provisions	407	433	6%
Other non-current liabilities	2,438	2,188	-10%
<b>Total non-current liabilities</b>	<b>7,496</b>	<b>6,727</b>	<b>-10%</b>

	31 Mar 2024	31 March 2025	Change (%)
<b>Current liabilities</b>			
Financial liabilities	4,131	5,971	45%
Provisions	727	713	-2%
Current tax liabilities (net)	476	84	-82%
Other current liabilities	6,109	7,196	18%
<b>Total current liabilities</b>	<b>11,443</b>	<b>13,964</b>	<b>22%</b>
<b>Total equity and liabilities</b>	<b>61,516</b>	<b>67,959</b>	<b>10%</b>

## Non-current assets

The increase in non-current assets as company continued to add capacity and capabilities in Discovery Services at its Bangalore and Hyderabad campuses in areas such as antibody-drug conjugates, peptides and oligonucleotides. Other investments were made in Development and Manufacturing Services, including the acquisition of Biologics facility in Baltimore, USA and additional capabilities for the small molecule business.

## Working Capital (Current assets, less current liabilities)

Working capital increased from Rs 8,148 Mn in FY24 to Rs 8,909 Mn in FY25. This increase is attributable to increase in current assets led by investments in financial assets.

## Equity share capital

The Company's equity share capital comprises of approximately 403 million equity shares of Rs 10/- each.

## Other equity

Other equity comprises the share premium, retained earnings, cash flow hedging reserves and other reserves. The total reserves and surplus of the Company increased by 11% in FY25 as a result of the accumulation of profits earned during the year and the movement in items of other comprehensive income.

## Non-current liabilities:

Non-current liabilities decreased by 10% led by decline in long term borrowings and other liabilities.

The debt: equity ratio of the Company as on 31 March 2025 is almost negligible (0.03) similar to 0.03 on 31 March 2024 .

## Net Cash position:

Taking into account investments in inter-corporate deposits with financial institutions, deposits with banks, cash and cash equivalents and investments in overnight mutual funds, the Company is net cash positive as of 31 March 2024. The net cash position increased from Rs 9,353 Mn as of 31st March 2024 to 12,794 Mn in FY25.

## Risks and mitigation plan in action

Risks		Mitigation actions
<b>Sectoral risk</b>		
1	Risk arising from customer concentration – risk of loss of revenue in the event of the loss of a key customer	Commercial strategy prioritizes client diversification and long-term growth by reducing dependency on individual clients and deepening engagement with key accounts through multi-year contracts.  Anchored in a customer-centric philosophy, the company is driving initiatives in performance management, engagement, and process simplification to enhance satisfaction and strengthen client partnerships.

## RISKS, CONCERNS AND MITIGATION STRATEGY

### Risks and Concerns

Risk Management is an integral part of management practice in the Company and is correlated with the execution of its strategic priorities. An Enterprise-wide Risk Management framework provides a holistic approach to identification, monitoring, reporting and mitigating risks that could impact performance. Risk mitigation is reviewed regularly under a governance process involving the Executive Risk Committee and the Risk Management Committee under the Board.

The Executive Risk Committee assesses the probability, velocity and severity of all enterprise risks. Emerging risks are identified and discussed with the risk committees along with the mitigation action plan. Every enterprise risk has an identified risk owner from the Executive Committee and the risk owner, in addition to providing a quarterly update on the mitigation status, also leads a full risk review once a year with the Risk Management Committee under the Board.

Our Risk Management framework is aligned with Business Continuity Planning which is essential for organizational resilience. This framework encompasses proactive identification, assessment, mitigation, and monitoring of risks and disruptive events across all business operations minimizing the impact on business and stakeholders. Alignment of the risk management framework and business continuity planning fosters a culture of preparedness, enhances decision-making during crises, and safeguards continuity of critical business functions.

The Enterprise Risk Management framework is aligned to SEBI regulations and risks have been categorized into sectoral, operational, financial, and information/cyber security risks. In line with the strategy update five additional risks were identified and have been included in the table below.

The following table provides a summarized view of the major risks and mitigation plans in the risk framework. Risk classification is based on velocity and impact of the risk on the business, and risk movement is justified by objective thresholds for each risk.

Risks		Mitigation actions
<b>Sectoral risk</b>		
2	Risk arising from inability to keep pace with clients' science, technology, digitization and service needs	<p>Syngene continues to position itself as a partner of choice for innovation-driven clients by investing in next-generation technologies that accelerate discovery research.</p> <p>Strategic investments in AI, automation, and scientific advancements ensure readiness for emerging therapeutic approaches.</p> <p>Oversight by the Board's Science and Technology Committee—meeting quarterly—reinforces our commitment to staying at the forefront of innovation and delivering differentiated value through advanced capabilities.</p>
3	Risk of loss of business to competition arising from decisions taken with inadequate understanding of competition.	<p>Strengthening market intelligence is a strategic priority to enhance Syngene's competitive positioning.</p> <p>The focus is on developing a deeper understanding of the competitive landscape, which serves as critical inputs for shaping new business cases, refining service offerings, and enabling data-driven strategic decision-making.</p>
<b>Risks</b>		<b>Mitigation actions</b>
<b>Operational risks</b>		
4	Risk arising from the lack of progress in building a pipeline to deliver on the 1-3-5 plan revenue growth in the large molecule business	<p>Syngene acquired its first Biologics manufacturing facility in Baltimore, USA and expects it to become operational by Dec'25.</p> <p>With the acquisition of a Biologics manufacturing facility in Bangalore and another facility in Baltimore, USA, Syngene is putting emphasis on asset utilization through territory planning to build a robust pipeline along with key account management aimed at identifying and nurturing high value clients.</p>
5	Risk arising from the failure to achieve targeted revenue growth in SynVent IDD (Integrated Drug Discovery) and make it a profitable business line	<p>SynVent has experienced resources in its function who are working closely with other business units, thereby putting operating model in place. It is now critical to build a robust pipeline to achieve revenue targets.</p> <p>The team is focused on strengthening pipeline visibility and driving profitability through strategic portfolio expansion. Key initiatives include enhanced marketing efforts, pipeline development, and capability strengthening to enable differentiated service offerings. These actions aim to shift the business from technical success toward sustainable commercial outcomes.</p>
6	Risk arising from inability to establish a commercially viable small molecule CDMO spanning early-stage development to commercial manufacturing	<p>Strategic efforts are underway to strengthen foundational capabilities and align resources for long-term success in small molecule CDMO.</p> <p>This includes refining business development approaches, enhancing internal readiness, and building a sustainable pipeline to support future growth and commercial delivery.</p>
7	Risk arising from failing to establish world class commercial operations	<p>Syngene's global sales team, advantageously positioned across key markets in North America, Europe, and Japan, ensures deep customer engagement, enhanced responsiveness, and faster decision-making.</p> <p>Syngene's commitment to continuous improvement in customer-facing processes through significant investments aims to streamline operations and elevate the customer experience at every touchpoint.</p> <p>These initiatives position Syngene as a reliable and agile partner capable of addressing the evolving demands of the global market.</p>
8	Risk arising from gaps in existing infrastructure: refurbishment plan, safety and compliance that may impact operations.	<p>Regular assessments of short-term and long-term infrastructure needs are conducted through a company-wide executive-level infrastructure committee.</p> <p>In addition to focusing on infrastructure planning for future growth, we are implementing a systematic asset refurbishment and space validation process, ensuring alignment with business needs and regulatory compliance.</p>
9	Risk arising from inability or delay in obtaining pharma regulatory approvals that could potentially lead to loss of business or delayed revenue.	<p>In the highly regulated CRO/CDMO sector, ongoing engagement with regulators at various levels is crucial for ensuring smooth approvals and addressing any necessary clarifications.</p> <p>Syngene aims to strengthen its alignment with relevant authorities through collaborative efforts and advocacy within industry groups.</p> <p>The company is implementing digital tracking systems for licenses and permits to enhance monitoring and compliance across regulatory processes.</p>
<b>Risks</b>		<b>Mitigation actions</b>
10	Risk arising from inadequate customer-centricity in delivering client projects leading to client dissatisfaction and loss of business	<p>Syngene emphasizes on enhancing customer success capabilities, ensuring proactive risk management and effective communication across client projects. By fostering a customer-centric culture through training, awareness, and process improvements, we are strengthening client relationships and ensuring timely issue resolution.</p> <p>The enhancement of capabilities and institutionalized changes has led to a continual improvement in project delivery, thereby enhancing customer satisfaction.</p>



Risks		Mitigation actions
<b>Sectoral risk</b>		
11	Risks arising from ineffective execution of scalable systems, processes, technologies, compliance for creating organization with global foot-print.	<p>With acquisition of global assets and employees working outside India, Syngene is implementing scalable organizational designs and operating models that ensure seamless operations across regions.</p> <p>This includes optimizing global supply chain resilience, enhancing talent integration and retention, and maintaining compliance with international regulations.</p> <p>Additionally, we foster a culturally inclusive workforce through cross-cultural training, positioning Syngene as a competitive, adaptive, and culturally sensitive leader in the global marketplace.</p>
12	Failure to identify, attract, and retain top talent with the necessary skills and capabilities, resulting in a weakened workforce pipeline, increased turnover, and an inability to meet organizational growth objectives.	<p>Syngene's operations are powered by a highly trained and experienced workforce, with ~86%1 comprising of scientists. To ensure scalable and sustained growth, the company continues to recruit, develop, and retain talent across levels, blending experienced professionals with fresh graduates.</p> <p>Through targeted university collaborations and subsequent trainings in Syngene Trainee Academy, the company provides fresh graduates with a strong foundation for their scientific careers.</p> <p>Leadership development programs have been launched to strengthen managerial capabilities, while Hogan assessments are used to align talent with business needs and accelerate internal mobility.</p> <p>Fair and competitive compensation practices, underpinned by regular benchmarking, reinforce the company's commitment to being an employer of choice. Syngene has recently expanded its employee wellness program to improve mental health and holistic wellbeing, improve employee engagement and strengthen long time retention.</p>
13	Risk arising from disruption in operations caused by shortage of water.	<p>Water is a critical resource for Syngene's operations, and its strategic management is integral to business continuity and sustainability.</p> <p>In response to regional water constraints, Syngene has implemented a multi-pronged approach—combining advanced recycling, rainwater harvesting, and on-site storage—to ensure resilience and reduce dependency on external sources.</p> <p>Aligned with its long-term sustainability vision, Syngene has significantly reduced its freshwater consumption, increased its recycled water usage to 73% and mitigates location-specific risks through geographic diversification of its operations.</p>
14	Risk arising from lack of inventory planning and management leading to material wastage, delays in project execution and higher costs of operations	<p>To improve operational efficiency and working capital utilization, there is an enhanced focus on optimizing inventory management through advanced planning and forecasting methodologies.</p> <p>Sales Inventory &amp; Operating Process facilitates demand-driven material ordering to effectively manage inventory levels through a material resources planning tool.</p> <p>This disciplined approach supports agility, cost-effectiveness, and improved supply chain responsiveness.</p>
<b>Risks</b>		<b>Mitigation actions</b>
15	Lack of scalable, simple and digitized processes leading to inefficient ways of working and customer dissatisfaction	<p>Syngene is implementing simplification and digitization of processes across different functions to enhance customer experience, drive operational excellence and enhance productivity.</p> <p>By embedding a culture of continuous improvement through targeted awareness and training, we empower our workforce to adopt streamlined, technology-enabled practices that support agility and long-term business performance.</p>
16	Delay in sourcing and disruption in the global supply chain leading to delayed delivery of client projects. Not able to source cost effectively will reduce Syngene's cost competitiveness	<p>In response to evolving global dynamics, Syngene is enhancing the resilience of its sourcing and logistics framework to ensure uninterrupted operations.</p> <p>A key focus has been the development of a robust local raw materials ecosystem, while simultaneously strengthening logistics and reducing dependency on single geographies.</p> <p>Detailed business continuity plans have been developed in response to changing international dynamics to ensure zero disruptions in supply chain.</p>
17	Inability to deliver the level of productivity to match the expectation of the China switchers thereby missing the opportunity of sustained growth in business.	<p>To support sustained growth and meet evolving client expectations, Syngene is putting emphasis on operational excellence and productivity enhancement.</p> <p>Key performance areas have been identified, with targeted initiatives underway to drive continuous improvement across FTE productivity, capacity utilization, delivery &amp; services turnaround time and process simplification enabled by AI tools.</p> <p>These efforts are guided by a structured approach to monitoring progress and enabling long-term value creation.</p>

1 Based on permanent employee headcount

Risks		Mitigation actions
<b>Sectoral risk</b>		
18	Inability to reduce cost to serve to a level that allows us to remain price and service competitive while delivering a fair return	<p>To remain competitive while ensuring a fair return, Syngene is implementing targeted cost optimization initiatives across operational units to lower the cost to serve.</p> <p>Process improvements through Six Sigma and lean programs are being deployed to increase efficiency and enhance capabilities, while a robust and diversified supplier network is being developed to reduce dependency on high-cost suppliers and explore more cost-effective sourcing options while optimizing turnaround time.</p>
19	Risk of ineffective contract management leading to contractual breaches resulting in litigations	<p>To mitigate the risk of contractual issues, Syngene is enhancing its contract management processes by ensuring clear communication of obligations across teams.</p> <p>A digital system is under implementation to align project management with contract governance. The tool will track and monitor key obligations, ensuring compliance at every stage of project execution. Real-time tracking and updates will provide visibility, helping to maintain alignment and reduce the risk of breaches.</p>
20	Risk arising from lack of a Business Continuity Management System serving as a differentiator and a competitive advantage to showcase Syngene's ability to continue critical operations during disruptive events	<p>In the CRDMO industry, a robust Business Continuity Management (BCM) is crucial to maintain service delivery and client trust during unforeseen events, ensuring that critical operations continue seamlessly.</p> <p>To mitigate the risk due to operational disruptions, Business Continuity Management system has been integrated into the Enterprise Risk Management framework to develop recovery strategies across teams.</p> <p>Detailed recovery strategy has been developed considering all possible disruptive scenarios, with focus now being on testing and simulation exercises to ensure all time readiness of all resources.</p>
<b>Risks</b>		<b>Mitigation actions</b>
21	Risk arising from inability to ensure adequate management of safety hazards within operations.	<p>Ensuring the safety of our people and operations is a priority at Syngene, given the inherent risks associated with hazardous chemicals, biological entities, and heavy engineering activities.</p> <p>A company-wide safety culture is driven through leadership accountability, structured programs like KAVACH, and continuous behavioural reinforcement. Safety metrics are reviewed regularly alongside key business metrics in Executive meetings each quarter.</p> <p>A 52-week safety action plan is in place to improve safety performances. Safety awareness has been incorporated into individual, team, division and company performance assessments.</p> <p>By embedding safety into every layer of the organization—through proactive governance, open communication, and shared learning—Syngene is committed to maintaining a resilient and risk-aware operating environment.</p>
22	Risk arising from failure to uphold high standards of business integrity and ethics.	<p>Syngene upholds the highest standards of integrity through a robust Anti-Bribery and Anti-Corruption (ABAC) framework that is integral to its governance model.</p> <p>The ABAC policy applies across the organization and its value chain, reinforced through mandatory training, and embedded within both employee and vendor codes of conduct.</p> <p>By integrating ABAC compliance into onboarding trainings, periodic refreshers, and ongoing governance reviews, Syngene ensures a culture of ethical conduct and accountability across all levels of its operations.</p>
<b>Financial risks</b>		
23	Risk arising from non-compliance with laws due to inadequate governance framework for regulatory compliance management and reporting.	<p>Company has invested in building a robust compliance framework, supported by a digital platform for monitoring and management, and enhanced by expert legal and regulatory advice.</p> <p>To further strengthen governance, regular third-party audits assess the effectiveness of compliance measures, ensuring continued adherence to global legal and regulatory standards.</p>
24	Risk arising from adverse outcomes relating to tax positions	<p>Syngene adopts a prudent approach to tax planning to ensure full compliance with tax laws and regulations, while maintaining flexibility in managing tax disputes.</p> <p>To ensure successful outcomes for ongoing tax cases, the company develops tailored litigation strategies each year, with insights from experienced advisors. By carefully substantiating claims and utilizing top-tier legal representation, Syngene effectively navigates complex tax matters, safeguarding its financial position and reputation.</p>
<b>Information / cyber security risks</b>		

Risks		Mitigation actions
<b>Sectoral risk</b>		
25	Risk arising due to failure to comply with confidentiality requirements related to client data	<p>Company has implemented a comprehensive data privacy policy, aligned with global regulations and industry standards, to safeguard client data confidentiality.</p> <p>A robust governance framework ensures that client data is managed securely, with a focus on minimizing the information stored and maintaining strict compliance through Confidentiality Disclosure Agreements (CDAs).</p> <p>Clear contractual agreements define the usage of client data, while ongoing training and communication initiatives ensure that all employees understand and adhere to the highest standards of data confidentiality.</p>
<b>Risks</b>		<b>Mitigation actions</b>
26	Risk arising from inadequate cybersecurity controls leading to loss of data	<p>Syngene has implemented a multi-layered cybersecurity framework designed to proactively defend against evolving cyber threats, leveraging advanced technologies and continuous system upgrades.</p> <p>Aligned with international standards, including ISO27001, the company ensures rigorous governance and conducts regular vulnerability assessments to fortify its cybersecurity posture.</p> <p>An ongoing employee education program further strengthens internal awareness, empowering teams to effectively mitigate risks related to cyber threats and phishing.</p>
27	Risk arising from failure to timely implement the identified digital initiatives as per IT strategy leading to an adverse impact on future growth	<p>Syngene is systematically transforming its core operations to drive productivity, streamline processes, and enhance data analytics capabilities.</p> <p>Guided by a comprehensive IT strategy and a digital risk framework, the company prioritizes the digitization of key transactional processes, process automation, and the integration of advanced data analytics.</p> <p>To ensure the successful implementation of these initiatives, a robust governance structure and regular reviews are in place.</p>
28	Lack of redundant, robust infrastructure to sustain the new digital initiatives needs	<p>As part of Syngene's digital transformation, the company has deployed redundant infrastructure to mitigate the risks associated with single points of failure, particularly in critical manufacturing operations.</p> <p>By implementing backup systems and one-click disaster recovery mechanism, Syngene enhances the reliability and resilience of its digital ecosystem, ensuring continuous operations and maintaining a high standard of service delivery and operational excellence.</p> <p>This approach underscores our commitment to operational continuity and the seamless execution of digital initiatives.</p>

### Environment, Social Governance (ESG)

The Company is committed to creating shared value for all stakeholders through a robust ESG framework. This framework is implemented by the Executive ESG Council under the oversight of the Stakeholder and ESG Committee of the Board.

In FY24, the Company published its fourth ESG Report (2023-24), externally assured by DNV and prepared in alignment with the Global Reporting Initiative (GRI) Universal Standards 2021. Where applicable, the report also aligns with the United Nations Sustainable Development Goals (SDGs) and the Sustainability Accounting Standards Board (SASB) disclosures.

In FY21, the Company conducted a materiality assessment by engaging with key stakeholders, including investors, employees, clients, suppliers, regulators, media, and government bodies. This process helped identify and prioritize ESG issues under Environmental, Social, and Governance pillars, ensuring focused efforts towards meaningful sustainability progress. In FY24, the Company initiated a double materiality assessment to reassess these priorities, evaluating both the impact of its operations on the environment and society and the financial implications of these impacts.

The Company's Environmental Management System (EMS), certified under ISO 14007, ensures that environmental protection is embedded across all levels of the organization. Environmental metrics are tracked to drive continuous improvement. During the year, the Company explored innovative technologies to reduce its environmental footprint by enhancing energy efficiency, waste management, discharge control, and resource conservation.

As part of its climate commitments, Syngene has adopted Science-Based Targets (SBTi) to align with the Paris Climate Agreement. The Company aims to reduce absolute Scope 1 and 2 GHG emissions by 54.6% by FY33 and engage 81.6% of its suppliers in SBTi commitments by 2028.

On the social front, the Company prioritizes responsible employment practices, including talent acquisition, retention, diversity, equity, and inclusion. It also maintains strong relationships with local communities, reinforcing its commitment to social responsibility.

The governance framework emphasizes transparency, compliance, and accountability at all levels. A key governance initiative is the Supplier Code of Conduct, which sets expectations for corporate behavior, human rights, labor standards, and environmental practices.

Syngene is a member of the United Nations Global Compact, and its ESG disclosures are reported under the S&P Global Dow Jones Sustainability Index, Carbon Disclosure Project (CDP), EcoVadis, Sustainalytics, and MSCI.

### Internal Controls

A robust internal control mechanism is a prerequisite to ensure that an organization functions ethically, complies with all legal and regulatory requirements and observes the generally accepted principles of good corporate governance. It is an extension of the overall corporate risk management framework as well as an integral part of the accounting and financial reporting process.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. The

control mechanism provides for well documented policies/guidelines, authorizations, and approval procedures to ensure the orderly and efficient conduct of its business. This includes adherence to Company's policies, safeguarding of its assets, the prevention and detection of frauds and errors, ensuring the accuracy and completeness of the accounting records and the timely preparation and presentation of reliable financial information. The Company believes that its experienced and qualified employees play a key role in fostering an environment in which controls, assurance, accountability, and ethical behaviour are accorded high importance.

The Company has engaged Deloitte India Advisory Services Private Limited to carry out an internal audit of its activities on a periodic basis. The internal auditors also provide an objective view and reassurance of the internal controls, as well as simultaneously auditing transactions. They report directly to the Audit Committee of the Board, which ensures process independence. The Audit Committee, comprising of Independent Directors, reviews the

adequacy and efficacy of the internal controls, as well as the effectiveness of the risk management process across the Company.

### **Cautionary Statement**

The Management of Syngene has prepared and is responsible for the financial statements that appear in this report. These statements conform to the accounting principles generally accepted in India and include amounts based on informed judgments and estimates. Syngene's projections, estimates and expectations described in this report should be interpreted as 'forward-looking statements' that can be impacted by various internal and external risks. Risks associated with market, strategy, technology, operations, and stakeholders can significantly impact the business and the actual results may differ substantially or materially from those expressed or implied.

# Independent Auditor's Report

To the Members of **Syngene International Limited**

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the standalone financial statements of Syngene International Limited (the "Company") and its employee welfare trust ("Trust"), which comprise the standalone balance sheet as at 31 March 2025, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information (herein referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue from operations	
Refer Note 2(j) and 18 to the standalone financial statements	
The key audit matter	How the matter was addressed in our audit
<ul style="list-style-type: none"> <li>The Company's revenue is derived from contract research, development and manufacturing activities.</li> <li>Overstatement of revenue is a presumed fraud risk considering the Company has pressure to meet external market expectations of reporting higher revenues.</li> <li>The Company has various contractual arrangements with customers which are entered into at various stages of research and development. The Company, in line with Ind AS 115 recognises revenue based on the contractual terms and performance obligations with customers.</li> <li>The Company, in certain instances, also has bill and hold arrangements that meet the criteria mentioned for such arrangements under Ind AS 115: Revenue from Contracts with Customers, wherein revenues are recognized prior to the physical transfer of the goods on the basis of specific requests from the customers to hold back the delivery of goods at period end.</li> <li>The above factors result in revenue being identified as a key audit matter.</li> </ul>	<p>Our audit procedures in relation to revenue recognition includes the following:</p> <ul style="list-style-type: none"> <li>We have assessed the appropriateness of the Company's revenue recognition accounting policies and assessed compliance with the policies in terms of applicable accounting standards.</li> <li>We tested the design and implementation, operating effectiveness of the Company's controls around revenue recognition including general IT controls and key IT application controls.</li> <li>We have performed substantive testing (including year-end cut-off testing) by selecting samples of revenue transactions recorded during the year and verifying the underlying documents, which includes sales invoices/contracts, shipping and delivery documents.</li> <li>We have tested the specific requests from customers at the period end to evaluate transfer of control relating to the bill and hold arrangements. We evaluated the timing of recognition of revenue from these arrangements proposed by the Company for compliance with Ind AS 115: Revenue from Contracts with Customers.</li> <li>We have assessed journal entries posted to revenue to identify unusual items not already covered by our audit testing.</li> </ul>

## Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the Management Reports such as Board's Report, Management Discussion and Analysis, Corporate Governance Report and Business Responsibility and Sustainability Report, but does not include the financial statements and auditor's report thereon, which we obtained prior to the date of this auditor's report, and the remaining sections of the Company's Annual Report, which are expected to be made available to us after that date.

Our opinion on the standalone financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the remaining sections of the Annual Report (other than those mentioned above), if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

## Management's and Board of Directors'/Board of Trustees' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the Company/Board of Trustees of the Trust are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company/Trust and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the respective Management and Board of Directors/ Board of Trustees are responsible for assessing the ability of the Company/Trust to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors/Board of Trustees either intends to liquidate the Company/Trust or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors/Board of Trustees are also responsible for overseeing the financial reporting process of the Company/Trust.

## Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

### As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast



significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors as on 31 March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a. The Company has disclosed the impact of pending litigations as at 31 March 2025 on its financial position in its standalone financial statements - Refer Note 31 to the standalone financial statements.
  - b. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 28 to the standalone financial statements.
  - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - d. (i) The management has represented, that, to the best of its knowledge and belief, as disclosed in the Note 39(v) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (ii) The management has represented, that, to the best of its knowledge and belief, as disclosed in the Note 39(vi) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 46 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

- f. Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting software for maintaining its books of account, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software:
- i. For data changes performed by users having privileged access (debug)
  - ii. At the application level for certain fields / tables relating to all the significant financial processes
  - iii. At the database level the audit trail configuration was enabled on 25 October 2024. Also, for one database user the audit trail logging was enabled on 26 February 2025

Further, where audit trail (edit log) facility was enabled, we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

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

**G Prakash**  
Partner  
Membership No.: 099696  
ICAI UDIN:25099696BMOOIW1320

Place: Bengaluru  
Date: 23 April 2025

## Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Syngene International Limited for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including right of use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year. The Company has made an investment in one of its wholly owned subsidiary, in respect of which the requisite information as stated in clause (iii)(b) below. The Company has not made any investments in firms, limited liability partnership or any other parties.
- (i) (a) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity during the year. Accordingly, provisions of clauses 3(iii)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investment made during the year is not prejudicial to the interest of the Company. There are no guarantees provided, security given or loans and advances in the nature of loans provided to any party.
- (c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not given any loans and advances in the nature of loans to any party during the year. Accordingly, provisions of clause 3 (iii)(c) of the order is not applicable to the Company.
- (d) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not given any loans and advances in the nature of loans to any party during the year. Accordingly, there are no amounts overdue and the provisions of clause 3(iii)(d) of the order is not applicable to the Company.
- (e) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company does not have any loans or advances in the nature of loans that have fallen due during the year. Accordingly, the provisions of clause 3(iii)(e) of the order is not applicable to the Company.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment. Accordingly, the provisions of clause 3(iii)(f) of the order is not applicable to the Company.

- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the investments made by the Company, in our opinion the provisions of Section 186 of the Act have been complied with.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its contract research and manufacturing services and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Services Tax, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities, though there have been slight delays in a few cases of Provident Fund.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount disputed (INR in millions)	Amount paid under protest (INR in millions)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	6,158	1,172	2008-09, 2012-13 to 2018-19 and 2020-21 and 2021-22	Commissioner of Income Tax (Appeals)
Finance Act, 1994	Service Tax (including interest)	7	1	2009-17	Customs, Excise and Service Tax Appellate Tribunals
Goods and Service Tax Act, 2017 (including interest)	Goods and Service Tax	120	8	2017-18	Joint Commissioner of Appeals

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x) (a) of the Order is not applicable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements to the extent available, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due. Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the sections of the annual report, other than those already made available, is expected to be made available to us after the date of this auditor's report.
- (xx) (a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project other than ongoing projects. Accordingly, clause 3(xx)(a) of the Order is not applicable.
- (b) The Company has not transferred the amount remaining unspent in respect of ongoing projects, to a Special Account till the date of our report. However, the time period for such transfer i.e. thirty days from the end of the financial year as permitted under the sub-section (6) of Section 135 of the Act, has not elapsed till the date of our report.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022

G Prakash

Partner

Membership No.: 099696

ICAI UDIN:25099696BMOOIW1320

Place: Bengaluru

Date: 23 April 2025

## **Annexure B to the Independent Auditor's Report on the standalone financial statements of Syngene International Limited for the year ended 31 March 2025**

**Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act**

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### **Opinion**

We have audited the internal financial controls with reference to financial statements of Syngene International Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

### **Management's and Board of Directors' Responsibilities for Internal Financial Controls**

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

### **Meaning of Internal Financial Controls with Reference to Financial Statements**

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



## Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

**G Prakash**

Partner

Membership No.: 099696

ICAI UDIN:25099696BMOOIY2864

Place: Bengaluru

Date: 23 April 2025

# Standalone Balance Sheet as at 31 march 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

	Note	31 March 2025	31 March 2024
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3 (a)	19,941	20,656
Capital work-in-progress	3 (a)	8,754	7,583
Right-of-use assets	3 (b)	1,914	1,874
Investment property	3 (c)	343	411
Other intangible assets	4 (a)	214	238
Intangible assets under development	4 (b)	47	13
Financial assets			
(i) Investments	5(a)	8,701	4,350
(ii) Derivative assets		1,705	1,847
(iii) Other financial assets	6(a)	389	325
Deferred tax assets (net)	7	299	498
Income tax assets (net)		1,226	1,889
Other non-current assets	8(a)	197	136
<b>Total non-current assets</b>		<b>43,730</b>	<b>39,820</b>
<b>Current assets</b>			
Inventories	9	1,503	2,340
Financial assets			
(i) Investments	5(b)	5,979	4,926
(ii) Trade receivables	10	4,694	4,275
(iii) Cash and cash equivalents	11(a)	2,335	666
(iv) Bank balances other than (iii) above	11(b)	4,190	4,616
(v) Derivative assets		516	656
(vi) Other financial assets	6(b)	410	293
Other current assets	8(b)	712	747
<b>Total current assets</b>		<b>20,339</b>	<b>18,519</b>
<b>Total assets</b>		<b>64,069</b>	<b>58,339</b>

# Standalone Balance Sheet as at 31 march 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

	Note	31 March 2025	31 March 2024
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	12 (a)	4,025	4,020
Other equity	12 (b)	42,364	37,895
<b>Total equity</b>		<b>46,389</b>	<b>41,915</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
(i) Borrowings	13(a)	-	1,000
(ii) Lease liabilities	34	1,785	1,619
(iii) Derivative liabilities		17	-
Provisions	14(a)	404	381
Other non-current liabilities	15(a)	2,188	2,438
<b>Total non-current liabilities</b>		<b>4,394</b>	<b>5,438</b>
<b>Current liabilities</b>			
Financial liabilities			
(i) Borrowings	13(b)	1,025	417
(ii) Lease liabilities	34	253	288
(iii) Trade payables	16		
Total outstanding dues of micro and small enterprises		295	190
Total outstanding dues of creditors other than micro and small enterprises		3,170	2,350
(iv) Derivative liabilities		49	9
(v) Other financial liabilities	17	630	562
Provisions	14(b)	665	678
Current tax liabilities (net)		40	462
Other current liabilities	15(b)	7,159	6,030
<b>Total current liabilities</b>		<b>13,286</b>	<b>10,986</b>
<b>Total equity and liabilities</b>		<b>64,069</b>	<b>58,339</b>

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

for **B S R & Co. LLP**

Chartered Accountants

Firm registration number: 101248W/W-100022

**G Prakash**

Partner

Membership number: 099696

for **and on behalf of the Board of Directors of Syngene International Limited**

**Kiran Mazumdar Shaw**

Chairperson

DIN: 00347229

**Peter Bains**

Managing Director & Chief Executive Officer

DIN: 00430937

**Deepak Jain**

Chief Financial Officer

**Priyadarshini Mahapatra**

Company Secretary

FCS Number: F8786

Bengaluru

Date: 23 April 2025

Bengaluru

Date: 23 April 2025

# Standalone Statement of Profit and Loss

for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

	Note	Year ended 31 March 2025	Year ended 31 March 2024
<b>Income</b>			
Revenue from operations	18	33,733	32,031
Other income	19	705	880
<b>Total income</b>		<b>34,438</b>	<b>32,911</b>
<b>Expenses</b>			
Cost of chemicals, reagents and consumables consumed	20	8,683	8,391
Changes in inventories of finished goods and work-in-progress	21	171	566
Employee benefits expense	22	8,417	7,612
Finance costs	23	312	295
Depreciation and amortisation expense	24	3,673	3,689
Other expenses	25	7,273	6,112
Foreign exchange fluctuation (gain)/loss, net		13	562
<b>Total expenses</b>		<b>28,542</b>	<b>27,227</b>
<b>Profit before tax and exceptional items</b>		<b>5,896</b>	<b>5,684</b>
Exceptional items, net gain/ (loss)	35	320	(111)
<b>Profit before tax</b>		<b>6,216</b>	<b>5,573</b>
<b>Tax expense</b>	30		
Current tax		1,197	998
Deferred tax			
MAT credit entitlement		402	46
Other deferred tax		(63)	(136)
<b>Total tax expense</b>		<b>1,536</b>	<b>908</b>
<b>Profit for the year</b>		<b>4,680</b>	<b>4,665</b>
<b>Other comprehensive income</b>			
(i) Items that will not be reclassified subsequently to profit or loss			
Re-measurement on defined benefit plans		9	(21)
Changes in the Fair Value of equity investments at FVTOCI		18	(94)
Income tax effect		(9)	38
(ii) Items that will be reclassified subsequently to profit or loss			
Effective portion of gains/(losses) on hedging instrument in cash flow hedges		(143)	1,995
Income tax effect		43	(487)
<b>Other comprehensive income/(loss) for the year, net of taxes</b>		<b>(81)</b>	<b>1,431</b>
<b>Total comprehensive income for the year</b>		<b>4,599</b>	<b>6,096</b>
<b>Earnings per equity share</b>	37		
Basic (in Rs)		11.64	11.62
Diluted (in Rs)		11.63	11.61

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

for **B S R & Co. LLP**

Chartered Accountants

Firm registration number: 101248W/W-100022

**G Prakash**

Partner

Membership number: 099696

for **and on behalf of the Board of Directors of Syngene International Limited****Kiran Mazumdar Shaw**

Chairperson

DIN: 00347229

**Peter Bains**

Managing Director &amp; Chief Executive Officer

DIN: 00430937

**Deepak Jain**

Chief Financial Officer

**Priyadarshini Mahapatra**

Company Secretary

FCS Number: F8786

Bengaluru

Date: 23 April 2025

Bengaluru

Date: 23 April 2025

# Standalone Statement of Changes in Equity

for the year ended 31 march 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

(A) Equity share capital		31 March 2025	31 March 2024
Opening balance		4,020	4,014
Changes in equity share capital		5	6
Closing balance		4,025	4,020

(B) Other equity [refer note 12(b)]

Particulars	Reserves and surplus					Items of other comprehensive income				
	Securities premium	Capital reserve	Treasury shares (SEWT)	Retained earnings	Re-measurement on defined benefit plans	Special Economic Zone (SEZ) reinvestment reserve	Share based payment	Cash flow hedging reserves	Other items of other comprehensive income	Total other equity
Balance as at 1 April 2023	2,167	-	(48)	29,761	15	-	628	(433)	85	32,175
Profit for the year	-	-	-	4,665	-	-	-	-	-	4,665
Other comprehensive income, net of tax	-	-	-	-	(16)	-	-	1,508	(61)	1,431
Total comprehensive income for the year	-	-	-	4,665	(16)	-	-	1,508	(61)	6,096
Transactions recorded directly in equity										
Profit of the Trust	-	-	-	38	-	-	-	-	-	38
Exercise of share options	510	-	-	-	-	-	(510)	-	-	-
Purchase of treasury shares	-	-	(6)	-	-	-	-	-	-	(6)
Dividend	-	-	-	(503)	-	-	-	-	-	(503)
Share based payment	-	-	-	-	-	-	56	-	-	56
Transfer to SEZ reinvestment reserve	-	-	-	(650)	-	650	-	-	-	-
Transfer from SEZ reinvestment reserve	-	-	-	650	-	(650)	-	-	-	-
Impact of business combination (refer note 43)	-	39	-	-	-	-	-	-	-	39
Balance as at 31 March 2024	2,677	39	(54)	33,961	(1)	-	174	1,075	24	37,895
Profit for the year										
Other comprehensive income, net of tax	-	-	-	4,680	-	-	-	-	-	4,680
Total comprehensive income for the year	-	-	-	4,680	7	-	-	(100)	12	(81)
Transactions recorded directly in equity										
Profit of the Trust	-	-	-	(1)	-	-	-	-	-	(1)
Exercise of share options	270	-	-	(503)	-	-	(270)	-	-	-
Dividend	-	-	-	-	-	-	-	-	-	(503)
Share based payment	-	-	-	-	-	-	374	-	-	374
Transfer to SEZ reinvestment reserve	-	-	-	(360)	-	360	-	-	-	-
Transfer from SEZ reinvestment reserve	-	-	-	360	-	(360)	-	-	-	-
Balance as at 31 March 2025	2,947	39	(54)	38,137	6	-	278	975	36	42,364

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

for **BS R & Co. LLP**

Chartered Accountants

Firm registration number: 101248WW-100022

**G Prakash**

Partner

Membership number: 099696

Bengaluru

Date: 23 April 2025

**Kiran Mazumdar Shaw**

Chairperson

DIN: 00347229

**Deepak Jain**

Chief Financial Officer

Bengaluru

Date: 23 April 2025

**Peter Bains**

Managing Director & Chief Executive Officer

DIN: 00430937

**Priyadarshini Mahapatra**

Company Secretary

FCS Number: F8786

# Statement of Cash Flows

for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

	Year ended 31 March 2025	Year ended 31 March 2024
<b>I Cash flows from operating activities</b>		
Profit for the year	4,680	4,665
<u>Adjustments to reconcile profit after tax to net cash flows</u>		
Depreciation and amortisation expense	3,673	3,689
Gain on remeasurement of lease	(32)	-
Loss on assets scrapped	26	25
Provision for doubtful receivables	57	19
Bad debts written off	16	6
Share based compensation expense	302	(7)
Interest expense	312	275
Unrealised foreign exchange loss/(gain)	35	(33)
Net gain on sale of current investments	(155)	(130)
Interest income	(503)	(591)
Interest on income tax refund	(47)	(158)
Provision on inventory obsolescence	(23)	(29)
Reversal of inventory provisions due to change in accounting estimate	-	(203)
Tax expenses	1,536	908
<b>Operating profit before working capital changes</b>	<b>9,877</b>	<b>8,435</b>
<b>Movements in working capital</b>		
Decrease/ (increase) in inventories	861	1,220
Decrease/ (increase) in trade receivables	(497)	588
Decrease/ (increase) in other assets	63	1,040
Increase/ (decrease) in trade payables, other liabilities and provisions	1,849	(1,166)
<b>Cash generated from operations</b>	<b>12,153</b>	<b>10,118</b>
Income taxes paid (net of refunds)	(1,015)	(984)
<b>Net cash flow generated from operating activities</b>	<b>11,138</b>	<b>9,134</b>
<b>II Cash flows from investing activities</b>		
Payment for acquisition of business, net of cash acquired	-	(5,532)
Receipt towards slump sale of business operations	-	3,171
Purchase of property, plant and equipment	(3,693)	(3,511)
Sale of property, plant and equipment	-	217
Purchase of intangible assets	(86)	(163)
Investment in equity shares	(4,336)	(3,780)
Investment in bank deposits and inter corporate deposits	(7,965)	(12,346)
Redemption/ maturity of bank deposits and inter corporate deposits	8,450	17,793
Interest received	498	812
Proceeds from sale of current investments	21,172	25,164
Purchase of current investments	(22,144)	(25,660)
<b>Net cash flow used in investing activities</b>	<b>(8,104)</b>	<b>(3,835)</b>
<b>III Cash flows from financing activities</b>		
Issue of share capital	5	6
Repayment of long term borrowings (including current portion)	(417)	(3,904)
Proceeds/ (repayments) from short term borrowings, net	-	(458)
Lease liabilities paid including interest	(317)	(322)
Dividend paid	(503)	(503)
Interest paid	(133)	(182)
<b>Net cash flow used in financing activities</b>	<b>(1,365)</b>	<b>(5,363)</b>



# Statement of Cash Flows

for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

	Year ended 31 March 2025	Year ended 31 March 2024
<b>IV Net increase/(decrease) in cash and cash equivalents (I+II+III)</b>	<b>1,669</b>	<b>(64)</b>
<b>V Effect of exchange difference on cash and cash equivalents held in foreign currency</b>	<b>-</b>	<b>9</b>
<b>VI Cash and cash equivalents at the beginning of the year</b>	<b>666</b>	<b>721</b>
<b>VII Cash and cash equivalents at the end of the year (IV+V+VI)</b>	<b>2,335</b>	<b>666</b>
Components of cash and cash equivalents as at the end of the year		
Cash on hand	-	-
Balances with banks	2,335	666
<b>Total cash and cash equivalents [refer note 11(a)]</b>	<b>2,335</b>	<b>666</b>

Restricted cash balance [refer note 11 (ii)]

\* Less than Rs. 0.5 million.

## Change in liability arising from financing activities

	1 April 2024	Cash Flow	Non cash movement	31 March 2025
Borrowings (including current maturities)	1,417	(417)	25	1,025
Lease liability (including current)	1,907	(317)	448	2,038
	<b>3,324</b>	<b>(734)</b>	<b>473</b>	<b>3,063</b>

	1 April 2023	Cash Flow	Non cash movement	31 March 2024
Borrowings (including current maturities)	5,753	(4,356)	20	1,417
Lease liability (including current)	633	(322)	1,596	1,907
	<b>6,386</b>	<b>(4,678)</b>	<b>1,616</b>	<b>3,324</b>

Note: a) Statement of Cash Flows has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows".

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

for **B S R & Co. LLP**

Chartered Accountants

Firm registration number: 101248W/W-100022

for **and on behalf of the Board of Directors of Syngene International Limited****G Prakash**

Partner

Membership number: 099696

**Kiran Mazumdar Shaw**

Chairperson

DIN: 00347229

**Peter Bains**

Managing Director &amp; Chief Executive Officer

DIN: 00430937

**Deepak Jain**

Chief Financial Officer

**Priyadarshini Mahapatra**

Company Secretary

FCS Number: F8786

Bengaluru

Date: 23 April 2025

Bengaluru

Date: 23 April 2025

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## 1. Company Overview

### 1.1 Reporting entity

Syngene International Limited ("Syngene" or "the Company"), is engaged in providing contract research and manufacturing services from lead generation to clinical supplies to pharmaceutical and biotechnology companies worldwide. Syngene's services include integrated drug discovery and development capabilities in medicinal chemistry, biology, in vivo pharmacology, toxicology, custom synthesis, process R&D, cGMP manufacturing, formulation and analytical development along with Clinical development services. The Company is a public limited company incorporated and domiciled in India and has its registered office in Bengaluru, Karnataka, India. The Company's shares are listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE) in India.

### 1.2 Basis of preparation of financial statements

#### a) Statement of compliance

The standalone 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 Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

These standalone financial statements have been prepared for the Company as a going concern on the basis of relevant Ind AS that are effective at the Company's annual reporting date, 31 March 2025. These standalone financial statements were authorised for issuance by the Company's Board of Directors on 23 April 2025.

Details of the Company's material accounting policies are included in Note 2.

#### b) Functional and presentation currency

These standalone financial statements are presented in Indian rupees (INR), which is also the functional currency of the Company. All amounts have been rounded-off to the nearest million, unless otherwise indicated.

#### c) Current/non-current distinction

An entity shall classify an asset as current when:

- (a) it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle
- (b) it holds the asset primarily for the purpose of trading
- (c) it expects to realise the asset within twelve months after the reporting period or
- (d) the asset is cash or a cash equivalent (as defined in Ind AS 7, Statement of Cash Flows) unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets shall be classified as non-current.

An entity shall classify a liability as current when:

- (a) it expects to settle the liability in its normal operating cycle
- (b) it holds the liability primarily for the purpose of trading
- (c) the liability is due to be settled within twelve months after the reporting period or
- (d) it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities shall be classified as non-current.

The operating cycle of an entity is the time between the acquisition of assets for processing and their realisation in the form of cash or cash equivalents. Where the entity's normal operating cycle is not clearly identifiable, its duration is assumed to be 12 months.

#### d) Basis of measurement

These standalone financial statements have been prepared on the historical cost basis (i.e. on accrual basis), except for the following items:

- Certain financial assets and liabilities (including derivative instruments) are measured at fair value; and
- Net defined benefit assets/(liability) are measured at fair value of plan assets, less present value of defined benefit obligations.

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## e) Use of estimates and judgements

The preparation of the standalone financial statements in conformity with Ind AS requires Management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the standalone financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the standalone financial statements in the period in which changes are made and their effects are disclosed in the notes to the standalone financial statements.

### Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the standalone financial statements is included in the following notes:

- Note 2(a) and 28 — Financial instruments;
- Note 2(b), 2 (c) and 2(d) — Useful lives of property, plant and equipment, investment property and other intangible assets;
- Note 2(j) and 18 — Revenue Recognition: whether revenue from sale of compounds is recognised over time or at a point in time;
- Note 2(m), 30 and 31 — Provision for income taxes and related tax contingencies;
- Note 2(o) and 34 — Leases;
- Note 2(e) and 43 — Business Combination;

## 1.3 Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a potentially significant impact in the year ended 31 March 2025 is included in the following notes:

- Note 2(g)(i) and 28 – impairment of financial assets;
- Note 2(g)(ii) – impairment of non-financial assets;
- Note 2(h) and 27 – measurement of defined benefit obligations: key actuarial assumptions;
- Note 7 and 30 – recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used; and
- Note 14 and 31 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.
- Note 33 – share based payments.

## 1.4 Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values.

The Company regularly reviews significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 2(a) and 28 – financial instruments;
- Note 2(c) and 3(c) – investment property; and
- Note 33 – share based payments.

## 2 Material accounting policies

### a. Financial instruments

#### i. Recognition and initial measurement

Trade receivables are initially recognised when they are originated and are measured at the transaction price. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

#### ii. Classification and subsequent measurement

##### Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair Value through Other Comprehensive Income (FVOCI) – equity investment; or
- Fair Value through Profit or Loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

##### Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There

## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss to retained earnings. Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

### Investments in subsidiaries

Equity investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in statement of profit and loss. However, see Note 28 for derivatives designated as hedging instruments.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in statement of profit and loss. Any gain or loss on derecognition is recognised in statement of profit and loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in statement of profit and loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to statement of profit and loss.

### Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in statement of profit and loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses classifiable as borrowing costs in accordance with Ind AS 23, "Borrowing Costs" are recognised in statement of profit and loss. Any gain or loss on derecognition is also recognised in statement of profit and loss.

### iii. Derecognition

#### Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

#### Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in statement of profit and loss.

### iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### v. Derivative financial instruments and hedge accounting

The Company holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in statement of profit and loss.

The Company designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in foreign exchange rates and interest rates.

At inception of designated hedging relationships, the Company documents the risk management objective and strategy for undertaking the hedge. The Company also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

## Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in other equity under 'effective portion of cash flow hedges'. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in statement of profit and loss.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in other equity remains there until, for a hedge of a transaction resulting in recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to profit or loss in the same period or periods as the hedged expected future cash flows affect profit or loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to statement of profit and loss.

## vi. Treasury shares

The Company has created an Employee Welfare Trust (EWT) for providing share-based payment to its employees. Own equity instruments that are acquired (treasury shares) are recognised at cost and deducted from equity. When the treasury shares are issued to the employees by EWT, the amount received is recognised as an increase in equity and the resultant gain / (loss) is transferred to / from securities premium.

The Company has adopted the policy to account for Employees Welfare Trust as a legal entity separate from the Company but as a subsidiary of the Company. Any loan from the Company to the trust is accounted for as a loan in accordance with its term.

## vii. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

## Cash dividend to equity holders

The Company recognises a liability to make cash distribution to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity. Interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

## b. Property, plant and equipment

### i. Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. The cost of a self-constructed item of property, plant and equipment comprises its purchase price including import duty and non-refundable taxes or levies, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Expenditure incurred on startup and commissioning of the project and/or substantial expansion, including the expenditure incurred on trial runs (net of trial run receipts, if any) up to the date of commencement of commercial production are capitalised.



## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit and loss.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Advances paid towards acquisition of property, plant and equipment outstanding at each Balance Sheet date, are shown under other non-current assets and cost of assets not ready for intended use before the year end, are shown as capital work-in-progress.

### ii. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method. Freehold land and land under perpetual lease are not depreciated.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Asset	Asset classification	Management estimate of useful life	Useful life as per Schedule II
Building	Building	25-30 years	30 years
Plant and equipment (including electrical installation and laboratory equipment)	Plant and equipment	9-14 years	8-20 years
Computers and servers	Plant and equipment	3 years	3-6 years
Office equipment	Office equipment	3 years	5 years
Furniture and fixtures	Furniture and fixtures	6 years	10 years
Vehicles	Vehicles	6 years	6-10 years
Leasehold improvements	Building or Plant and equipment	Useful life or lease period whichever is lower	

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions/(disposals) is provided on a pro-rata basis i.e. from/(upto) the date on which asset is ready for use/(disposed of).

### iii. Reclassification to investment property

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

### c. Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Based on technical evaluation and consequent advice, the management believes a period of 3 to 25 years as representing the best estimate of the period over which investment property (which are quite similar) are expected to be used. Accordingly, the Company depreciates investment property over a period of 3 to 25 years on a straight-line basis. The estimated useful life of assets in investment property are different from the indicative useful lives of relevant type of asset mentioned in Part C of Schedule II to the act as follows:

Asset	Management estimate of useful life	Useful life as per Schedule II
Building	25 years	30 years
Plant and equipment (including electrical installation and laboratory equipment)	9-11 years	8-20 years
Computers	3 years	3-6 years
Office equipment	3 years	5 years
Furniture and fixtures	6 years	10 years

Any gain or loss on disposal of an investment property is recognised in statement of profit and loss.

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## d. Other intangible assets

### Internally generated: Research and Development:

Expenditure on research activities is recognised in statement of profit and loss as incurred.

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in statement of profit and loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment losses.

### Others

Other intangible assets are initially measured at cost. Subsequently, such intangible assets are measured at cost less accumulated amortisation and any accumulated impairment losses.

#### i. Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on brands, is recognised in statement of profit and loss as incurred.

#### ii. Amortisation

Intangible assets are amortised on a straight line basis over the estimated useful life as follows:

— Computer software	5 years
— Intellectual property rights	5-10 years

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

## e. Business combination

In accordance with Ind AS 103, Business combinations, the Company accounts for business combinations after acquisition date using the acquisition method when control is transferred to the Company. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent consideration and deferred consideration, if any. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in OCI and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred.

Business combinations - common control transactions

Business combinations involving entities that are controlled by the Company are accounted for using the pooling of interests method as follows:

- The assets and liabilities of the combining entities are reflected at their carrying amounts.
- No adjustments are made to reflect fair values, or recognise any new assets or liabilities. Adjustments are only made to harmonise accounting policies.
- The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, where the business combination had occurred after that date, the prior period information is restated only from that date.
- The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee or is adjusted against general reserve.
- The identity of the reserves are preserved and the reserves of the transferor become the reserves of the transferee.
- The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves.

## f. Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the first-in first-out formula, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location

## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

and condition. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of fixed production overheads based on normal operating capacity. Provisions are made towards slow-moving and obsolete items based on historical experience of utilisation.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

Chemicals, reagents and consumables held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

### g. Impairment

#### i. Impairment of financial assets

In accordance with Ind AS 109 'Financial Instruments', the Company applies expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets measured at amortised cost.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime expected credit losses. For all other financial assets, ECL are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

Loss allowance for financial assets measured at amortised cost are deducted from gross carrying amount of the assets. The amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date is recognised as an impairment gain or loss in the Statement of Profit and Loss.

#### ii. Impairment of non-financial assets

The Company assess at each reporting date whether there is any indication that the carrying amount may not be recoverable. If any such indication exists, then the asset's recoverable amount is estimated and an impairment loss is recognised if the carrying amount of an asset or cash-generating unit (CGU) exceeds its estimated recoverable amount in the statement of profit and loss.

The recoverable amount of a CGU (or an individual asset) is higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flow, discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to CGU (or the asset).

The Company's non-financial assets, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or groups of CGUs) on a pro rata basis.

An impairment loss in respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### h. Employee benefits

#### i. Short-term employee benefits

All employee benefits falling due within twelve months from the end of the period in which the employees render the related services are classified as short-term employee benefits, which include benefits like salaries, wages, short term compensated absences, performance incentives, etc. and are recognised as expenses in the period in which the employee renders the related service and measured accordingly.

#### ii. Long-term employment benefit obligations:

Post-employment benefit plans are classified into defined benefits plans and defined contribution plans as under:

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## Gratuity

The Company provides for gratuity, a defined benefit plan ("the Gratuity Plan") covering the eligible employees of the Company. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of the employment with the Company.

Liability with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method.

The Company recognises the net obligation of a defined benefit plan as a liability in its balance sheet. Gains or losses through re-measurement of the net defined benefit liability are recognised in other comprehensive income and are not reclassified to profit and loss in the subsequent periods. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognised in other comprehensive income. The effect of any plan amendments are recognised in the statement of profit and loss.

## Provident Fund

Eligible employees of the Company receive benefits from provident fund, which is a defined contribution plan. Both the eligible employees and the Company make monthly contributions to the Government administered provident fund scheme equal to a specified percentage of the eligible employee's salary. Amounts collected under the provident fund plan are deposited with in a government administered provident fund. The Company has no further obligation to the plan beyond its monthly contributions. The Company's contribution to the provident fund is charged to Statement of Profit and Loss.

## iii. Compensated absences

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using the projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognised in the period in which the absences occur.

The liability in respect of all defined benefit plans and other long term benefits is accrued in the books of account on the basis of actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

Remeasurement gains and losses on other long term benefits are recognised in the Statement of Profit and Loss in the year in which they arise. Remeasurement gains and losses in respect of all defined benefit plans arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in other equity in the Statement of Changes in Equity and in the Balance Sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs. Any differential between the plan assets (for a funded defined benefit plan) and the defined benefit obligation as per actuarial valuation is recognised as a liability if it is a deficit or as an asset if it is a surplus (to the extent of the lower of present value of any economic benefits available in the form of refunds from the plan or reduction in future contribution to the plan).

Past service cost is recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the average period until the benefits become vested. To the extent that the benefits are already vested immediately following the introduction of, or changes to, a defined benefit plan, the past service cost is recognised immediately in the Statement of Profit and Loss. Past service cost may be either positive (where benefits are introduced or improved) or negative (where existing benefits are reduced).

## iv. Share-based compensation

The grant date fair value of equity settled share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date. The grant date fair value of options granted (net of estimated forfeiture) to employees of the Company is recognised as an employee expense.

The expense is recorded for each separately vesting portion of the award as if the award was, in substance, multiple awards. The increase in equity recognised in connection with share based payment transaction is presented as a separate component in equity under "share based payment

## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

reserve". The amount recognised as an expense is adjusted to reflect the actual number of stock options that vest. For the option awards, grant date fair value is determined under the option-pricing model (Black-Scholes-Merton). Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures materially differ from those estimates.

### i. Provisions (other than for employee benefits)

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

#### Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract.

### j. Revenue recognition:

#### i. Contract research and manufacturing services income

The Company derives revenues primarily from Contract research and manufacturing services. Revenue is recognised upon transfer of control of promised services or compounds to customers in an amount that reflects the consideration we expect to receive in exchange for those services or compounds.

Arrangement with customers for Contract research and manufacturing services income are either on a time-and-material basis or fixed price.

In respect of contracts involving research services, in case of 'time and materials' contracts, contract research fee are recognised as services are rendered, in accordance with the terms of the contracts. Revenue from contracts are recorded net of allowances for estimated rebates and cash discounts, as per contractual terms.

Revenues relating to fixed price contracts are recognised based on the milestones completion and for manufacturing services (large molecules) revenue is recognised based on the percentage of completion method determined based on cost incurred as a proportion to total estimated cost. The Company monitors estimates of total contract revenue and cost on a routine basis throughout the contract period. The cumulative impact of any change in estimates of the contract revenue or costs is reflected in the period in which the changes become known. In the event that a loss is anticipated on a particular contract, provision is made for the estimated loss.

In respect of contracts involving sale of compounds arising out of contract research, revenue is recognised when a promise in a customer contract (performance obligation) has been satisfied by transferring control over the promised goods to the customer. Control over a promised goods refers to the ability to direct the use of, and obtain substantially all of the remaining benefits from, those goods. Control is usually transferred upon shipment to the customer/ customer's acceptance. The amount of revenue to be recognised (transaction price) is based on the consideration expected to be received in exchange for goods, excluding amounts collected on behalf of third parties such as goods and services tax or other taxes directly linked to sales. If a contract contains more than one performance obligation, the transaction price is allocated to each performance obligation based on their relative stand-alone selling prices. Revenue from such sales are recorded net of allowances for estimated rebates, cash discounts and estimates of product returns, all of which are established at the time of sale.

The consideration received by the Company in exchange for its goods may be fixed or variable. Variable consideration is only recognised when it is considered highly probable that a significant revenue reversal will not occur once the underlying uncertainty related to variable consideration is subsequently resolved.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

The Company collects Goods and Services Tax (GST) as applicable, on behalf of the Government and, therefore, it is not an economic benefit flowing to the Company. Hence, it is excluded from revenue.

## ii. Rental income

Rental income from investment property is recognised in statement of profit and loss on a straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.

## iii. Contribution received from customers towards property, plant and equipment

Contributions received from customers towards items of property, plant and equipment which require an obligation to supply services to the customer in the future, are recognised as a credit to deferred revenue. The contribution received is recognised as revenue from operations over the useful life of the assets. The Company capitalises the gross cost of these assets as the Company controls these assets.

## iv. Dividends

Dividend is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

## v. Interest Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

## k. Government grants

The Company recognises Government grants only at their fair value when there is reasonable assurance that the conditions attached to them will be complied with, and the grants will be received. Government grants received in relation to assets are recognised as deferred income and amortised over the useful life of such asset. Grants related to income are recognised in statement of profit and loss as other operating revenues or deducted in reporting the related expense based on the terms of the grant, as applicable.

## l. Foreign currency Transactions and translations:

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at balance sheet date exchange rates are generally recognised in Statement of Profit and Loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets such as equity investments classified as FVOCI are recognised in other comprehensive income (OCI).

## m. Income taxes

Income tax comprises of current and deferred income tax. Income tax expense is recognised in statement of profit and loss except to the extent that it relates to an item recognised directly in equity in which case it is recognised in other comprehensive income. Current income tax for current year and prior periods is recognised at the amount expected to be paid or recovered from the tax authorities, using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Provision for income tax includes the impact of provisions established for uncertain income tax positions.

Tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

Minimum Alternative Tax ('MAT') under the provisions of the Income-tax Act, 1961 is recognised as current tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

Deferred income tax assets and liabilities are recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements except when:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of transaction; and



## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets (DTA) include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability.

Deferred income tax assets and liabilities are measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as income or expense in the period that includes the enactment or substantive enactment date. A deferred income tax assets is recognised to the extent it is probable that future taxable income will be available against which the deductible temporary timing differences and tax losses can be utilised. The Company offsets income-tax assets and liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

### n. Borrowing cost

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

### o. Leases

#### (i) The company as lessee:

The company assesses whether a contract contains a lease, at the inception of contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control use of an identified asset, the company assesses whether:

- The contract involves use of an identified asset;
- The company has substantially all the economic benefits from the use of the asset through the period of lease; and
- The company has the right to direct the use of an asset.

At the date of commencement of lease, the company recognises a Right-of-use assets ("ROU") and a corresponding liability for all lease arrangements in which it is a lessee, except for leases with the term of twelve months or less (short term leases) and low value leases. For short term and low value leases, the company recognises the lease payment as an operating expense on straight line basis over the term of lease.

Certain lease agreements include an option to extend or terminate the lease before the end of lease term. ROU assets and the lease liabilities includes these options when it is reasonably certain that they will be exercised.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right-of-use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e., higher of fair value less cost to sell and the value-in-use) is determined on individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate explicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right-of-use assets if the company changes its assessment if whether it will exercise an extension or a termination of option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and the lease payments have been classified as financing cash flows.

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## (ii) The Company as a Lessor:

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risk and rewards of ownership to the lessee, the contract is classified as finance lease. All other leases are classified as operating lease.

## p. Earnings per share

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period adjusted for treasury shares held and vested employee stock options (ESOPs). Diluted earnings per share is computed using the weighted-average number of equity and dilutive equivalent shares outstanding during the period, using the treasury stock method for options and warrants, except where the results would be anti-dilutive.

## q. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

## r. Non-current assets (or disposal groups) held for sale and discontinued operations

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognized.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit and loss.

## s. Exceptional items

Exceptional items refer to items of income or expense within the statement of profit and loss from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Company.

## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

### 3 (a) Property, plant and equipment and Capital work-in-progress

	Land [refer note (a)]	Buildings [refer note (c)]	Plant and equipment [refer note (b)]	Office equipments	Furniture and fixtures	Vehicles	Total	Capital work- in-progress
<b>Gross carrying amount</b>								
At 1 April 2023	703	6,665	30,092	181	818	26	38,485	1,262
Additions	-	141	2,629	2	68	17	2,857	9,178
Disposals / other adjustments	-	(7)	(1,441)	(9)	(38)	(5)	(1,500)	(2,857)
<b>At 31 March 2024</b>	<b>703</b>	<b>6,799</b>	<b>31,280</b>	<b>174</b>	<b>848</b>	<b>38</b>	<b>39,842</b>	<b>7,583</b>
Additions	-	102	2,408	7	50	-	2,566	3,737
Disposals / other adjustments	-	-	(620)	(3)	(2)	(11)	(636)	(2,566)
<b>At 31 March 2025</b>	<b>703</b>	<b>6,901</b>	<b>33,068</b>	<b>178</b>	<b>896</b>	<b>27</b>	<b>41,772</b>	<b>8,754</b>
<b>Accumulated depreciation</b>								
At 1 April 2023	-	1,495	14,927	171	477	13	17,083	-
Depreciation for the year	-	267	2,987	8	96	5	3,363	-
Disposals	-	(5)	(1,207)	(9)	(38)	(0)	(1,259)	-
<b>At 31 March 2024</b>	<b>-</b>	<b>1,757</b>	<b>16,707</b>	<b>170</b>	<b>535</b>	<b>18</b>	<b>19,186</b>	<b>-</b>
Depreciation for the year	-	272	2,884	2	95	4	3,257	-
Disposals	-	-	(600)	(3)	(2)	(7)	(612)	-
<b>At 31 March 2025</b>	<b>-</b>	<b>2,029</b>	<b>18,990</b>	<b>169</b>	<b>628</b>	<b>15</b>	<b>21,832</b>	<b>-</b>
<b>Net carrying amount</b>								
At 31 March 2024	703	5,042	14,573	4	313	20	20,656	7,583
At 31 March 2025	703	4,872	14,077	8	269	11	19,941	8,754

Notes:

- Land includes land held on lease under perpetual basis: Gross carrying amount - Rs. 661 (31 March 2024 - Rs. 661).
- Plant and equipment includes computers.
- Buildings with a gross carrying amount of Rs. 4,396 as at 31 March 2025 (as at 31 March 2024 - Rs. 4,312) have been constructed on leasehold land obtained by the Company on lease basis from Biocon Limited, the holding Company.
- Additions to property, plant and equipment includes additions related to borrowing cost amounting to Rs. Nil (31 March 2024 - Rs. 3).
- Refer note 13(i) for secured borrowings obtained for Property, plant and equipment.
- Refer note 31 (ii) for disclosure of contractual commitments for the acquisition of property, plant and equipment and capital work-in-progress.
- The Company's business expanded into manufacturing during the year ended 2024, and following a technical evaluation, it revised the estimated useful life of its manufacturing assets, which include Plant and Machinery and Equipment, effective from April 1, 2024.  
As a result of this change in accounting estimate, the depreciation expense for these assets has decreased by INR 206 million for the year ended March 31, 2025."

## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

### 3 (a) Capital work-in-progress aging schedule:

At 31 March 2025	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	2,165	6,486	66	35	8,754
	2,165	6,486	66	35	8,754

At 31 March 2024	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	7,449	82	50	3	7,584
	7,449	82	50	3	7,584

(i) There are no capital work-in-progress whose completion has exceeded its cost compared to its original plan as on 31 March 2025 and as on 31 March 2024.

(ii) Capital work-in-progress whose completion is overdue to its original plan:

At 31 March 2025	Less than 1 year	1-2 years	2-3 years	More than 3 years	Expected Capitalisation date
Project 3 (IOT)	13	3	32	33	31 January 2026

At 31 March 2024	Less than 1 year	1-2 years	2-3 years	More than 3 years	Expected Capitalisation date
Project 3	3	32	33	-	31 March 2025

### 3 (b) Right-of-use assets

	Land	Buildings	Vehicles	Total
<b>Gross carrying amount</b>				
At 1 April 2023	367	439	65	871
Additions	-	1,474	30	1,504
Disposals	-	-	(8)	(8)
At 31 March 2024	367	1,913	87	2,367
Additions	-	442	-	442
Disposals	(63)	(434)	(23)	(520)
At 31 March 2025	304	1,921	64	2,289
<b>Accumulated depreciation</b>				
At 1 April 2023	98	199	19	316
Depreciation for the year	28	130	24	182
Disposals	-	-	(5)	(5)
At 31 March 2024	126	329	38	493
Depreciation for the year	72	177	22	271
Disposals	(63)	(306)	(20)	(389)
At 31 March 2025	135	200	40	375
<b>Net carrying amount</b>				
At 31 March 2024	241	1,584	49	1,874
At 31 March 2025	169	1,721	24	1,914

## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

### 3 (c) Investment property

	Buildings [refer note (b)]	Furniture and fixtures	Office equipments	Plant and equipment	Total
<b>Gross carrying amount</b>					
At 1 April 2023	146	58	4	566	774
Additions	-	-	-	1	1
At 31 March 2024	146	58	4	567	775
Additions	-	-	-	-	-
At 31 March 2025	146	58	4	567	775
<b>Accumulated depreciation</b>					
At 1 April 2023	16	14	2	262	293
Depreciation for the year	6	10	1	54	71
At 31 March 2024	21	24	3	316	364
Depreciation for the year	6	9	1	53	68
At 31 March 2025	27	33	3	369	432
<b>Net carrying amount</b>					
At 31 March 2024	125	34	1	251	411
At 31 March 2025	119	25	1	198	343

Particulars	31 March 2025	31 March 2024
Rental Income (Refer Note 18 "Other Operating Revenue")	319	278
Other Operating Income (Refer Note 18 "Other Operating Revenue")	90	68
Direct Operating Expenses (including repairs and maintenance) from property that generated rental income (Refer Note 25 "Other Expense")	(84)	(64)
<b>Profit from investments before depreciation</b>	<b>325</b>	<b>282</b>
Depreciation pertaining to property which generated rental income (Refer Note 24 "Depreciation")	(38)	(39)
Depreciation pertaining to property which did not generate rental income (Refer Note 24 "Depreciation")	(30)	(32)
<b>Profit from Investment Properties</b>	<b>257</b>	<b>212</b>

#### Note:

- Investment property with a gross carrying amount of Rs. 146 (31 March 2024 : Rs. 146) have been constructed on leasehold land obtained by the Company on lease basis from Biocon Limited.
- Refer note 31 (ii) for disclosure of contractual commitments for the acquisition of investment property.
- The fair value of investment property is Rs.343 (31 March 2024: Rs 411) based on market observable data. The Company has not engaged any registered valuer for determining the fair value.
- The fair value measurement for investment property has been categorised as a level 3.

### 4 (a) Other intangible assets

	Computer software	Intellectual property right	Total
<b>Gross carrying amount</b>			
At 1 April 2023	457	120	577
Additions	150	-	150
Disposals	(1)	-	(1)
At 31 March 2024	606	120	726
Additions	53	-	53
Disposals	(7)	-	(7)
At 31 March 2025	652	120	772

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

	Computer software	Intellectual property right	Total
<b>Accumulated amortisation</b>			
At 1 April 2023	299	120	419
Amortisation for the year	70	-	70
Disposals	(1)	-	(1)
At 31 March 2024	368	120	488
Amortisation for the year	77	-	76
Disposals	(6)	-	(6)
At 31 March 2025	438	120	557
<b>Net carrying amount</b>			
At 31 March 2024	238	-	238
At 31 March 2025	214	-	214

## 4 (b) Intangible assets under development

Particulars	Total
<b>Carrying amount</b>	
At 1 April 2023	-
Additions	60
Disposals	(48)
At 31 March 2024	13
Additions	34
Disposals	-
At 31 March 2025	47

## 5. Investments

	31 March 2025	31 March 2024
<b>(a) Non-current investments</b>		
<b>Unquoted equity instruments of wholly owned subsidiary</b>		
2783 (31 March 2024: 500) Equity shares of USD 17979 (31 March 2024: USD 100) each in Syngene USA Inc., USA	4,339	3
84,000,000 (31 March 2024: 21,000,000) Equity shares of Rs. 10 each in Syngene Scientific Solutions Limited	840	840
1,000,000 (31 March 2024: 1,000,000) Equity shares of Rs. 10 each in Syngene Manufacturing Solutions Limited	10	10
<b>Unquoted preference shares of wholly owned subsidiary at cost:</b>		
315,000,000 (31 March 2024: 315,000,000) 0.01% optionally convertible redeemable preference shares (OCRPS) of Rs 10 each in Syngene Scientific solutions Limited [refer note(iv) below]	3,150	3,150
<b>Unquoted equity instruments carried at fair value through other comprehensive income</b>		
2,020 (31 March 2024: 2,020) Equity shares of Rs. 10 each in Immuneel Therapeutics Private Limited [refer note(i) below]	247	229
4,922,663 (31 March 2024: 4,922,663) Equity shares of Rs. 10 each in HR Kaveri Private Limited	49	49
<b>Unquoted - In Others</b>		
<b>Investments carried at fair value through profit or loss:</b>		
123,203 (31 March 2024: 123,203) Equity shares of Rs. 100 each in Four EF Renewables Private Limited	12	12
246,406 (31 March 2024: 246,406) Compulsory convertible preference shares of Rs. 100 each in Four EF Renewables Private Limited [refer note(ii) below]	25	25
858,000 (31 March 2024: 858,000) Equity shares of Rs. 10 each in O2 Renewable Energy II Private Limited	9	9
0.01% 20,020 (31 March 2024: 20,020) Compulsory convertible debentures of Rs. 1,000 each in O2 Renewable Energy II Private Limited [refer note(iii) below]	20	20



## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

	31 March 2025	31 March 2024
1,333,333 (31 March 2024: 1,333,333 ) Equity shares of Rs. 10 each in Ampyr Renewable Energy Resources Private Limited	13	13
26,66,667 (31 March 2024: 26,66,667) Compulsory convertible preference shares of Rs. 10 each in Ampyr Renewable Energy Resources Private Limited [refer note(v) below]	27	27
Less: Diminution in the value of investments	(40)	(40)
<b>Investments carried at amortized cost:</b>		
Inter corporate deposits with financial institutions *	-	3
	8,701	4,350
<b>Aggregate value of unquoted investments</b>	<b>8,701</b>	<b>4,350</b>

\* Less than Rs. 0.5 million.

Note:

- In the year ended 31 March 2021, the Company invested Rs. 100 in Immuneel Therapeutics Private Limited (Immuneel). In the year ended 31 March 2022, additional funding from external investors were received by Immuneel resulting in a dilution of the Company's equity interest. The gain on fair valuation from Rs. 100 to Rs. 214 was recognised in other comprehensive income. During the year ended 31 March 2023, the Company, based on fair valuation recorded a fair value increase in its investment carrying value by Rs. 109. During the year ended 31 March 2024, the Company based on a fair valuation recorded a fair value decrease in its investment carrying value by Rs. 94. During the year ended 31 March 2025, the Company, based on fair valuation recorded a fair value increase in its investment carrying value by Rs. 18.
- Terms of conversion: 1 compulsory convertible preference share of face value Rs. 100/- each will convert to 1 equity share of face value Rs. 100/- at end of the tenure of 20 years from allotment.
- Terms of conversion: 1 compulsory convertible debentures of face value Rs. 1000/- each will convert to 1 equity share of face value Rs. 100/- at end of the tenure of 20 years from allotment.
- Terms of conversion/redemption: 1 optionally convertible redeemable preference shares of Rs 10 each will convert to 1 equity share of face value Rs. 10/- at any time during the tenure of 10 years from allotment. Redeemable at any time during the tenure of the OCRPS at its face value.
- Terms of conversion: 1 compulsory convertible preference share of face value Rs. 10/- each will convert to 1 equity share of face value Rs. 10/- at end of the tenure of 20 years from allotment.
- During the year ended 31 March 2025, the Company invested Rs 4,336 in additional 2,283 equity shares of Syngene USA Inc.

\* Inter corporate deposits with financial institutions yield fixed interest rate.

	31 March 2025	31 March 2024
<b>(b) Current investments</b>		
Quoted - Investment in mutual funds at fair value through profit or Loss	3,229	2,102
<b>Unquoted - In Others</b>		
Inter corporate deposits with financial institutions *	2,750	2,824
	<b>5,979</b>	<b>4,926</b>
* Inter corporate deposits with financial institutions yield fixed interest rate.		
Aggregate book value of quoted investments	3,135	2,102
Aggregate book and market value of quoted investments	3,229	2,102
Aggregate value of unquoted investments	2,750	2,824

### 6. Other financial assets

	31 March 2025	31 March 2024
<b>(a) Non-current</b>		
Security deposits	371	323
Bank deposits with maturity of more than 12 months	18	2
	<b>389</b>	<b>325</b>
<b>(b) Current</b>		
Other receivables	272	129
Interest accrued but not due	138	164
	<b>410</b>	<b>293</b>

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## 7. Deferred tax assets (net)

	31 March 2025	31 March 2024
<b>Deferred tax asset</b>		
MAT credit entitlement	1,274	1,571
Employee benefit obligations	196	194
Others	21	18
	<b>1,491</b>	<b>1,783</b>
<b>Deferred tax liability</b>		
Derivatives, net	290	333
Property, plant and equipment, investment property and other intangible assets, net	902	952
	<b>1,192</b>	<b>1,285</b>
Deferred tax assets (net)	<b>299</b>	<b>498</b>

## 8. Other assets

	31 March 2025	31 March 2024
<b>(a) Non-current</b>		
Capital advances	123	76
Balances with statutory / government authorities	11	15
Prepayments	63	46
	<b>197</b>	<b>136</b>
<b>(b) Current</b>		
Advances other than capital advances	231	387
Balances with statutory / government authorities	227	195
Prepayments	254	164
	<b>712</b>	<b>747</b>

## 9. Inventories

	31 March 2025	31 March 2024
Chemicals, reagents and consumables	1,303	1,968
Work-in-progress	142	239
Finished goods	58	133
	<b>1,503</b>	<b>2,340</b>

Inventory obsolescence amounted to Rs 128 (31 March 2024: Rs 159) were recognised as an expense during the year and included in 'changes in inventories of finished goods and work-in-progress' in statement of profit and loss.

As the Company's business has now expanded into manufacturing and based on Company experience, a revised inventory provisioning policy specific to manufacturing has been created with effect from 1 January 2024. Prior to this, the Company was applying its research inventory provisioning policy also to manufacturing. The impact of this change is to reverse inventory provisions created in prior quarters resulting in a net reversal of Rs 203 in the quarter ended 31 March 2024 which is a change in accounting estimate. Under the old policy, the manufacturing inventory provision as at 31 March 2024 would have been higher by Rs 578. Had the Company continued the old policy for manufacturing inventory provisions, there would have been a provision reversal of Rs 225 million for the year ended 31 March 2025 and the reported 'cost of chemicals, reagents and consumables consumed' would have been lower by that extent. For the year ended 31 March 2024, the provision under the old policy (which was revised in the quarter ended 31 March 2024) was higher by Rs 578 million.

## 10. Trade receivables

	31 March 2025	31 March 2024
<b>Unsecured</b>		
Considered good	4,694	4,275
Considered doubtful	158	102
	<b>4,852</b>	<b>4,377</b>
Allowance for credit losses	(158)	(102)
	<b>4,694</b>	<b>4,275</b>

\* Includes receivables from related parties [refer note 26]

## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

### (a) Aging schedule

31 March 2025	Outstanding for following periods from due date of payment					
	Unbilled	Not due	Less than 6 months	6 months – 1 year	1-2 years	Total
Undisputed trade receivables - considered good	1,203	2,604	800	41	46	4,694
Undisputed trade receivables - credit impaired			83	30	45	158
	1,203	2,604	883	71	91	4,852

31 March 2024	Outstanding for following periods from due date of payment					
	Unbilled	Not due	Less than 6 months	6 months – 1 year	1-2 years	Total
Undisputed trade receivables - considered good	494	2,918	741	64	58	4,275
Undisputed trade receivables - credit impaired	-	-	13	31	58	102
	494	2,918	753	95	116	4,377

(b) All trade receivables are current and undisputed.

(c) Trade receivables outstanding for period above 2 years from due date of payment is Rs. Nil (31 March 2024: Rs. Nil) for the year ended 31 March 2025.

(d) The Company's exposure to credit and currency risks and loss allowances are disclosed in note 28.

### 11. Cash and bank balances

	31 March 2025	31 March 2024
<b>(a) Cash and cash equivalents</b>		
Cash on hand	-	-
Balances with banks (on current accounts)	2,335	666
	2,335	666
<b>(b) Bank balances other than above</b>		
Deposits with maturity of less than 12 months	4,190	4,616
<b>Total cash and bank balances</b>	<b>6,525</b>	<b>5,282</b>

\* Less than Rs. 0.5 million.

(i) The Company has balances with banks (on unpaid dividend account) which are not disclosed above since amounts are rounded off to Rupees million.

(ii) Cash and cash equivalents includes restricted cash and bank balances of Rs. 1 (31 March 2024: Rs. 1). The restrictions are primarily on account of bank balances held under Employee Welfare Trust.

### 12(a). Equity share capital

	31 March 2025	31 March 2024
<b>Authorised</b>		
500,000,000 (31 March 2024: 500,000,000) equity shares of Rs 10 each (31 March 2024: Rs 10 each)	5,000	5,000
<b>Issued, subscribed and fully paid-up</b>		
402,536,981 (31 March 2024: 402,015,000) equity shares of Rs 10 each (31 March 2024: Rs 10 each)	4,025	4,020
	4,025	4,020

#### (i) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity shares	31 March 2025		31 March 2024	
	No.	Rs	No.	Rs
At the beginning of the year	402,015,000	4,020	401,434,500	4,014
Issue of shares [refer note 40]	521,981	5	580,500	6
At the end of the year	402,536,981	4,025	402,015,000	4,020

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## (ii) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

## (iii) Details of shares held by holding company and their subsidiaries

Equity shares	31 March 2025		31 March 2024	
	No.	% holding	No.	% holding
Equity shares of Rs. 10 each fully paid				
Biocon Limited (holding company) [includes issue of bonus shares refer note (vi) below]	211,185,608	52.46%	219,185,608	54.52%

## (iv) Details of shareholders holding more than 5% shares in the Company

Equity shares	31 March 2025		31 March 2024	
	No.	% holding	No.	% holding
Equity shares of Rs 10 each fully paid				
Biocon Limited (holding company) [includes issue of bonus shares refer note (vi) below]	211,185,608	52.46%	219,185,608	54.52%

## (v) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2021	Year ended 31 March 2020
Equity shares allotted as fully paid bonus shares by capitalization of general reserve and surplus in statement of profit and loss [refer note (vi) below]	-	-	-	-	-	200,000,000

## (vi) Issue of bonus shares

The shareholders approved through postal ballot on 13 July 2019, the issue of fully paid up bonus shares of face value of Rs. 10/- each in the ratio of 1:1 by capitalisation of general reserves and surplus in statement of profit and loss.

## (vii) Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option (ESOP) plan of the Company, refer note 33.

## (viii) Shares held by promoters

Promoter Name	At 1 April 2024	Change during the year	At 31 March 2025	% of Total Shares	% change during the year
Kiran Mazumdar Shaw	21,964	-	21,964	0.01%	0.00%
Yamini R Mazumdar	-	-	-	0.00%	0.00%
Ravi R Mazumdar	8,806	-	8,806	0.00%	0.00%
Dev Mazumdar	13,686	-	13,686	0.00%	0.00%
Biocon Limited	219,185,608	(8,000,000)	211,185,608	52.46%	-1.99%
Biocon Employee Welfare Trust	1,053,633	-	1,053,633	0.26%	0.00%
	220,283,697	(8,000,000)	212,283,697	52.74%	-1.99%

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

Promoter Name	At 1 April 2023	Change during the year	At 31 March 2024	% of Total Shares	% change during the year
Kiran Mazumdar Shaw	21,964	-	21,964	0.01%	0.00%
Ravi R Mazumdar	8,806	-	8,806	0.00%	0.00%
Dev Mazumdar	13,686	-	13,686	0.00%	0.00%
Biocon Limited	219,185,608	-	219,185,608	54.52%	0.00%
Biocon Employee Welfare Trust	1,091,447	(37,814)	1,053,633	0.26%	-0.01%
	<b>220,321,511</b>	<b>(37,814)</b>	<b>220,283,697</b>	<b>54.79%</b>	<b>-0.01%</b>

The Company has only one class of equity shares having a par value of Rs. 10 per share.

## 12(b). Other equity

### Securities premium

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

### Capital Reserve

The amount represents surplus of fair value of tangible assets and other balances taken over compared to the purchase price in relation to the acquisition through slump sale of Unit 3 biologics manufacturing facility in Bangalore, India, from Stelis Biopharma Limited (SBL)(refer note 43).

### Retained earnings

The amount represents surplus in statement of profit and loss not transferred to any reserve and can be distributed by the Company as dividends / issue of bonus shares to its equity shareholders. The amount also includes retained earnings of Syngene Employee Welfare Trust.

### Treasury shares

The amount represents cost of own equity instruments that are acquired [treasury shares] by the ESOP trust and is disclosed as a deduction from other equity.

### Re-measurement on defined benefit plans

The amount represents re-measurements of defined benefit plans owing to Actuarial (gain) / loss arising from: Demographic assumptions, Financial assumptions and Experience adjustment along with re-measurement on account of return on plan assets, excluding amounts included in interest expense / (income).

### Special Economic Zone (SEZ) reinvestment reserve

The SEZ Re-Investment reserve has been created out of profit of eligible SEZ units in terms of the provisions of Section 10AA(1)(ii) of the Income-Tax Act, 1961. The reserve has been utilised for acquiring new plant and machinery for the purpose of its business in terms of section 10AA(2) of the Income-Tax Act, 1961.

### Share based payment reserve

The Company has established share based payment plan for certain categories of employees of the Company. Also refer Note 33 for further details on these plans.

### Cash flow hedging reserves

The cash flow hedging reserve represents the cumulative effective portion of gains or losses (net of tax) arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. Any reclassification of amounts from other comprehensive income to profit and loss will reduce the cumulative effective portion.

### Other Items of other comprehensive income

Other Items of other comprehensive income represents re-measurements of the equity instruments at fair value through OCI.

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## 13. Borrowings

	31 March 2025	31 March 2024
<b>(a) Non-current borrowings</b>		
Term loans from banks		
Foreign currency term loan (secured) [refer note (i) below]	1,025	1,000
	<b>1,025</b>	<b>1,000</b>
Less: Current portion disclosed under "Current borrowings"	(1,025)	-
	<b>-</b>	<b>1,000</b>
<b>(b) Current borrowings</b>		
Current portion of foreign currency term loan (secured) [refer note (i) below]	1,025	417
	<b>1,025</b>	<b>417</b>
<b>The above amount includes</b>		
Secured borrowings	1,025	1,417
Unsecured borrowings	-	-
	<b>1,025</b>	<b>1,417</b>

### Notes:

- (i) The Company had entered into a foreign currency term loan agreement dated March 30, 2021, to borrow USD 20 million (Rs. 1,644) for a term loan facility. The facility is borrowed to incur capital expenditure at the Bengaluru, Hyderabad and Mangaluru premises of the Company and was used for this specific purpose. The facility carries an interest rate of 6M SOFR + 1.17% and is to be paid in three instalments of 15%, 25% and 60% from the end of 3 years, 4 years and 5 years respectively from the origination date. The facility is secured by first priority pari passu charge on fixed assets (movable plant and machinery) and second charge on current assets of the Company. The Company is compliant with the financial covenants stipulated under the agreement.

## 14. Provisions

	31 March 2025	31 March 2024
<b>(a) Non-current</b>		
Provision for employee benefits		
Gratuity (refer note 27)	404	381
	<b>404</b>	<b>381</b>
<b>(b) Current</b>		
Provision for employee benefits		
Gratuity (refer note 27)	206	191
Compensated absences (refer note 27)	459	486
	<b>665</b>	<b>678</b>

## 15. Other liabilities

	31 March 2025	31 March 2024
<b>(a) Non-current</b>		
Deferred revenues	2,188	2,438
	<b>2,188</b>	<b>2,438</b>
<b>(b) Current</b>		
Advances from customers	6,049	4,986
Deferred revenues	544	511
Others		
- Statutory dues	192	177
- Other dues	374	356
	<b>7,159</b>	<b>6,030</b>



## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

### 16. Trade payables

	31 March 2025	31 March 2024
Trade payables [refer note (a) below and note 26]		
Total outstanding dues of micro and small enterprises	295	190
Total outstanding dues of creditors other than micro and small enterprises	3,170	2,350
	<b>3,465</b>	<b>2,540</b>

#### (a) Disclosure required under Clause 22 of Micro, Small and Medium Enterprise Development Act, 2006 ("MSMED Act")

	31 March 2025	31 March 2024
(i) The principal amount and interest due thereon remaining unpaid to supplier as at the end of each accounting year		
- Principal amount due to micro and small enterprise	295	190
- Interest due on above	—*	—*
(ii) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	201	205
(iii) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	—*	—*
(iv) Interest accrued and remaining unpaid at the end of the year	—*	—*
(v) Interest remaining due and payable in succeeding years, in terms of Section 23 of the MSMED Act, 2006	12	12

\* Less than Rs. 0.5 million.

#### (b) Aging schedule:

31 March 2025	Outstanding for following periods from due date of payment				
	Unbilled	Not due	Less than 1 year	More than 1 year	Total
Total outstanding dues of micro and small enterprises	—	285	10	—	295
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,303	424	331	111	3,170
	<b>2,303</b>	<b>709</b>	<b>341</b>	<b>111</b>	<b>3,465</b>

31 March 2024	Outstanding for following periods from due date of payment				
	Unbilled	Not due	Less than 1 year	More than 1 year	Total
Total outstanding dues of micro and small enterprises	—	188	1	*	190
Total outstanding dues of creditors other than micro and small enterprises	1,546	592	203	10	2,350
	<b>1,546</b>	<b>780</b>	<b>204</b>	<b>10</b>	<b>2,540</b>

\* Less than Rs. 0.5 million.

#### (c) All trade payables are current and undisputed. The Company's exposure to currency and liquidity risks related to trade payables is disclosed in note 28.

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## 17. Other financial liabilities

	31 March 2025	31 March 2024
<b>Current</b>		
Payable for capital goods	557	462
Payable towards purchase consideration	57	100
Employee benefit expenses payable	16	-
	<u>630</u>	<u>562</u>

## 18. Revenue from operations

	Year ended 31 March 2025	Year ended 31 March 2024
Sale of services		
Contract research and manufacturing services income	32,267	30,635
Other operating revenues		
Scrap sales	31	31
Gain on lease retirement	35	-
Others [refer note (a) below]	1,400	1,364
	<u>33,733</u>	<u>32,031</u>

**Note:**

- (a) Others include income from support services, rentals by the SEZ Developer and recognition of deferred revenue for assets funded by customers over the useful life.
- (b) The company does not have any allowances or returns. Hence no reconciliation of variable consideration is presented.

### 18.1 Disaggregated revenue information

Set out below is the disaggregation of revenue:

	Year ended 31 March 2025	Year ended 31 March 2024
<b>Revenues from Contract research and manufacturing services income by geography</b>		
India	690	830
United States of America	20,362	20,411
Europe	9,762	7,718
Rest of the world	1,453	1,676
	<u>32,267</u>	<u>30,635</u>
<b>Revenue from other sources</b>		
India	947	628
United States of America	519	767
	<u>1,466</u>	<u>1,395</u>
<b>Total revenue from operations</b>	<u>33,733</u>	<u>32,031</u>

Geographical revenue is allocated based on the location of the customers.

Revenues from Contract research and manufacturing services income by

**Timing of recognition**

Revenue recognised at a point of time	27,461	26,875
Revenue recognised over a period of time	6,272	5,156
<b>Total revenue from operations</b>	<u>33,733</u>	<u>32,031</u>

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## 18.2 Contract balances

	Year ended 31 March 2025	Year ended 31 March 2024
Trade receivables [refer note (i) below]	4,694	4,275
Contract liabilities [refer note (ii) below]	8,782	7,935

### Notes:

- (i) Trade receivables are non-interest bearing.
- (ii) Contract liabilities include advances from customers and deferred revenues.

## 18.3 Changes in Contract liabilities - advances from customers and deferred revenues

	Year ended 31 March 2025	Year ended 31 March 2024
<b>Balance at the beginning of the year</b>	7,935	8,617
Add: Increase due to invoicing during the year	5,542	5,610
Less: Revenue recognised from advances from customers and deferred revenue at the beginning of the year	(3,791)	(5,007)
Less: Amounts recognised as revenue during the year	(904)	(1,286)
<b>Balance at the end of the year</b>	<b>8,782</b>	<b>7,935</b>
Expected revenue recognition from remaining performance obligations:		
- Within one year	6,594	5,497
- More than one year	2,188	2,438
	<b>8,782</b>	<b>7,935</b>

## 18.4 Reconciliation of revenue recognised with contract price:

	Year ended 31 March 2025	Year ended 31 March 2024
Revenue as per contracted price	33,870	32,068
Adjustments for:		
Refund Liabilities		
Discount/Rebates	(137)	(38)
<b>Total Revenue from contract with customers</b>	<b>33,733</b>	<b>32,031</b>

## 18.5 Performance obligation:

In relation to information about the Company's performance obligations in contracts with customers refer note 2(j).

## 19. Other income

	Year ended 31 March 2025	Year ended 31 March 2024
Interest income on:		
Deposits with banks and financial institutions	473	582
Lease deposits	31	9
Tax refunds (Refer note 30C)	47	158
Dividend income on current investments	-	-
Net gain on sale of current investments	155	130
Other non-operating income	-	1
	<b>705</b>	<b>880</b>

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## 20. Cost of chemicals, reagents and consumables consumed (Refer Note 9)

	Year ended 31 March 2025	Year ended 31 March 2024
Inventory at the beginning of the year	1,968	2,390
Add : Purchases	8,018	7,970
Less: Inventory at the end of the year	(1,303)	(1,968)
	<b>8,683</b>	<b>8,392</b>

## 21. Changes in inventories of finished goods and work-in-progress

	Year ended 31 March 2025	Year ended 31 March 2024
Inventories at the beginning of the year		
Work-in-progress	239	733
Finished goods	133	205
	<b>372</b>	<b>938</b>
Inventories at the end of the year		
Work-in-progress	143	239
Finished goods	58	133
	<b>201</b>	<b>372</b>
	<b>171</b>	<b>566</b>

## 22. Employee benefits expense

	Year ended 31 March 2025	Year ended 31 March 2024
Salaries, wages and bonus	7,270	6,774
Contribution to provident fund and other funds	357	315
Gratuity expenses (Refer note 27)	114	111
Share based compensation expense (Refer note 33)	302	(7)
Staff welfare expenses	374	419
	<b>8,417</b>	<b>7,612</b>

## 23. Finance costs

	Year ended 31 March 2025	Year ended 31 March 2024
Interest expense	94	182
Lease liability (Refer Note 34)	179	92
Exchange difference to the extent considered as an adjustment to borrowing cost	39	21
	<b>312</b>	<b>295</b>

## 24. Depreciation and amortisation expense

	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation of tangible assets [refer note 3 (a)]	3,257	3,363
Depreciation of investment property [refer note 3 (c)]	68	71
Amortisation of Right-of-use asset [refer note 3 (b)]	271	184
Amortisation of intangible assets [refer note 4 (a)]	76	70
	<b>3,673</b>	<b>3,687</b>

## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

### 25. Other expenses

	Year ended 31 March 2025	Year ended 31 March 2024
Rent	58	53
Communication expenses	53	36
Travelling and conveyance	415	432
Professional charges	2,488	1,850
Payments to auditors	12	11
Directors' fees including commission	62	67
Power and fuel	550	542
Facility charges	202	282
Insurance	243	232
Rates and taxes	85	78
Repairs and maintenance		
Plant and machinery	1,663	1,312
Buildings	139	101
Others	576	507
Selling expenses		
Freight outwards and clearing charges	20	15
Sales promotion expenses	174	147
Provision for doubtful receivables	57	19
Bad debts written off	16	6
Printing and stationery	38	35
Clinical trial expenses	74	72
Contributions towards CSR	110	101
Loss on assets scrapped	29	25
Contribution to Indian foundation for quality management	25	-
Miscellaneous expenses	184	192
	<b>7,273</b>	<b>6,112</b>
(a) Payments to auditors:		
As an auditor:		
Statutory audit	6	6
Tax audit	1	1
Limited review	3	3
In other capacity:		
Other services (certification fees)	_*	_*
Reimbursement of expenses	2	1
	<b>12</b>	<b>11</b>

\* Less than Rs. 0.5 million.

### 26. Related party transactions

Related parties where control exists and other related parties with whom transactions have taken place during the year are listed below :

List of Related parties

Particulars	Nature of relationship
<b>A. Key management personnel</b>	
Kiran Mazumdar Shaw	Chairperson
Jonathan hunt	MD & Chief Executive Officer (till 10 February 2025)
Peter Bains	MD & Chief Executive Officer - Syngene International Limited (w.e.f 01 April 2025)
Peter Bains	Group Chief Executive Officer - of Biocon Group (till 31 March 2025)
Catherine Rosenberg	Non-executive director
Sharmila Abhay Karve	Independent director
Paul Blackburn	Independent director (till 23 July 2024)

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

Particulars	Nature of relationship
Vijay Kuchroo	Independent director
Vinita Bali	Independent director
Kush Parmar	Independent director
Nilanjan roy	Independent director (w.e.f. 01 April 2024)
Manja Boerman	Independent director (w.e.f. 04 June 2024)
Sibaji Biswas	Executive Director & CFO (from 01 April 2024 to 30 November 2024)
Deepak Jain	Chief Financial officer (w.e.f. 01 December 2024)
Priyadarshini Mahapatra	Company Secretary
<b>B. Holding company</b>	
Biocon Limited	Holding Company
<b>C. Subsidiaries</b>	
Syngene USA Inc.,	Wholly-owned subsidiary
Syngene Scientific Solutions Limited	Wholly-owned subsidiary (w.e.f. 10 August 2022)
Syngene Manufacturing Solutions Limited	Wholly-owned subsidiary (w.e.f. 26 August 2022)
<b>D. Fellow subsidiaries</b>	
Biocon Biologics Limited	Fellow subsidiary
Biocon SDN. BHD	Fellow subsidiary
Biocon Biologics UK Limited	Fellow subsidiary
Biocon Biologics Inc.,	Fellow subsidiary
Biocon Biologics Do Brasil Ltda	Fellow subsidiary
Biocon Biologics FZ-LLC	Fellow subsidiary
Biocon Biologics Healthcare Malaysia SDN. BHD (formerly known as Biocon Healthcare SDN. BHD)	Fellow subsidiary
Biofusion Therapeutics Limited	Fellow subsidiary
Biocon Biosphere Limited	Fellow subsidiary
Biocon Pharma Limited	Fellow subsidiary
Biocon Pharma Inc.	Fellow subsidiary
Biocon Pharma Ireland Limited	Fellow subsidiary
Biocon Pharma Malta Limited	Fellow subsidiary
Biocon Pharma Malta I Limited	Fellow subsidiary
Biocon Pharma UK Limited	Fellow subsidiary
Biocon SA	Fellow subsidiary
Biocon FZ LLC	Fellow subsidiary
Biocon Academy	Fellow subsidiary
Biosimilar Collaborations Ireland Limited	Fellow subsidiary (w.e.f. 29 November 2022)
Biosimilar Newco Limited,UK	Fellow subsidiary (w.e.f. 29 November 2022)
Biocon Biologics Canada Inc.	Fellow subsidiary (w.e.f. 20 March 2023)
Biocon Biologics Germany GmbH	Fellow subsidiary (w.e.f. 29 March 2023)
Biocon Biologics France S.A.S	Fellow subsidiary (w.e.f. 14 April 2023)
Biocon Biologics Spain, S.L	Fellow subsidiary (w.e.f. 21 April 2023)
Biocon Biologics Switzerland AG	Fellow subsidiary (w.e.f. 25 April 2023)
Biocon Biologics Belgium BV	Fellow subsidiary (w.e.f. 28 April 2023)
Biocon Biologics Finland OY	Fellow subsidiary (w.e.f. 10 May 2023)
Biocon Generics Inc.	Fellow subsidiary (w.e.f. 07 July 2023)
Biocon Biologics Morocco S.A.R.L.A.U	Fellow subsidiary (w.e.f. 24 July 2023)
Biocon Biologics Greece SINGLE MEMBER P.C	Fellow subsidiary (w.e.f. 27 July 2023)
Biocon Biologics South Africa (PTY) Ltd	Fellow subsidiary (w.e.f. 11 August 2023)
Bicon Biologics (Thailand) Co. Ltd	Fellow subsidiary (w.e.f. 08 September 2023)
Bicon Biologics Italy S.R.L	Fellow subsidiary (w.e.f. 27 December 2023)



# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

Particulars	Nature of relationship
Bicon Biologics Philippines Inc.	Fellow subsidiary (w.e.f 25 October 2023)
Bicon Biologics Croatia LLC	Fellow subsidiary (w.e.f 18 January 2024)
<b>E. Other related parties</b>	
Bicara Therapeutics Inc.	Associate of Holding Company
Biocon Foundation	Trust in which a director is a trustee
Narayana Hrudayalaya Limited	Enterprise in which a director of the Company is a member of board of directors
Jeeves	Enterprise in which relative to a director of the Company is proprietor
Immuneel Therapeutics Private Limited	Enterprise in which a director of the Company is a member of board of directors
NeoBiocon FZ LLC	Joint venture of Holding Company
Cage Therapeutics	Enterprise in which a director of the Company is a member of board of directors
Thomas Cook (India) Limited	Enterprise in which a director of the Company is a member of board of directors
SOTC Travel Limited	Enterprise in which a director of the Company is a member of board of directors

## The Company has the following related parties transactions and balances

Particulars	Transactions / Balances	31 March 2025	31 March 2024
<b>Key management personnel</b>	Salary and perquisites [refer note (i) & (ii) below]	384	222
	Sitting fees and commission	62	62
	Professional fees	9	-
	Outstanding as at the year end		
	- Trade and other payables	14	12
	- Provision for gratuity and compensated absences [Refer note (i)]	31	19
<b>Holding company</b>	Rent	88	144
	Power and facility charges [refer note (iii) below]	183	277
	Other expenses reimbursed to the company	281	181
	Sale of services	17	23
	Other expenses incurred on behalf of Holding company recovered	3	4
	Outstanding as at the year end		
	- Rent deposits	21	21
	- Trade and other payables	140	160
	- Trade and other receivables	21	33
<b>Wholly-owned subsidiaries</b>	Business support services received	960	607
	Other expenses incurred on behalf of Wholly-owned subsidiaries recovered	243	218
	Purchase of goods	354	282
	Rent and facility services	_*	_*
	Sale of services	67	177
	Advance for business support services	340	-
	Remittance of perquisite tax on exercise of ESOP	14	-
	Remittance of collection from trade receivables of wholly owned subsidiary	18	471
	Payment to vendors on behalf of wholly owned subsidiary	23	-
	Investment in wholly owned subsidiaries	-	3,780
	Outstanding as at the year end		
	- Trade and other payables	182	235
	- Trade and other receivables	168	257
	- Rent deposits	_*	_*

## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

Particulars	Transactions / Balances	31 March 2025	31 March 2024
<b>Fellow subsidiaries</b>			
	Sale of services	126	90
	Rent and facility services recovered	415	303
	Other expenses incurred on behalf of fellow subsidiaries recovered	-	84
	Purchase of goods and services	154	-
	Outstanding as at the year end		
	- Trade and other payables	38	3
	- Trade and other receivables	148	155
<b>Other related parties</b>			
	Sale of services	820	922
	Health services availed	4	2
	Contribution towards CSR	96	87
	Staff welfare expenses	4	3
	Revaluation of investment	18	(94)
	Travel service	52	-
	Outstanding as at the year end		
	- Trade and other payables	6	-
	- Advances from customers	138	190
	- Trade and other receivables	5	-

\* Less than Rs. 0.5 million

- (i) The remuneration to the key managerial personnel does not include the provisions made for gratuity and compensated absences. However, the Company has undertaken actuarial valuations for the provisions made for gratuity and compensated absences attributable to the key managerial personnel as at 31 March 2025 amounting to Rs. 31 (31 March 2024: 19).
- (ii) Share based compensation expense allocable to key management personnel is Rs. 91 (31 March 2024 : Rs. 25), which is included in the remuneration disclosed above.
- (iii) Effective from 1 October 2006, the Company has entered into an arrangement for lease of land on lease basis and a service agreement with 'Biocon SEZ Developer' of Biocon Limited for availing certain facilities and services. The facility charges of Rs. 113 (31 March 2024 : Rs. 193) and power charges (including other charges) of Rs. 70 (31 March 2024 : Rs. 84) have been charged by Biocon Limited for the year ended 31 March 2025.
- (iv) Fellow subsidiary companies with whom the Company did not have any transactions -
 

<ul style="list-style-type: none"> <li>- Biocon Biologics Inc.</li> <li>- Biocon Biologics Do Brasil Ltda</li> <li>- Biocon Biologics FZ-LLC</li> <li>- Biocon Pharma UK Limited</li> <li>- Biocon Biosphere Limited</li> <li>- Biocon Pharma Inc.</li> <li>- Biosimilar Newco Limited</li> <li>- Biocon Biologics Canada Inc.</li> <li>- Biocon Biologics Germany GmbH</li> <li>- Biocon Biologics France S.A.S</li> <li>- Biocon Biologics Spain, S.L</li> <li>- Biocon Biologics Switzerland AG</li> <li>- Biocon Biologics Belgium BV</li> <li>- Biocon Biologics Italy S.R.L</li> <li>- Biocon Biologics Philippines Inc.</li> </ul>	<ul style="list-style-type: none"> <li>- Biocon Pharma Ireland Limited</li> <li>- Biocon Pharma Malta Limited</li> <li>- Biocon Pharma Malta I Limited</li> <li>- Biocon Biologics Healthcare Malaysia SDN. BHD</li> <li>- Biocon SA</li> <li>- Biocon FZ LLC</li> <li>- Biosimilar Collaborations Ireland Limited</li> <li>- Biocon Biologics Finland OY</li> <li>- Biocon Generics Inc.</li> <li>- Biocon Biologics Morocco S.A.R.L.A.U</li> <li>- Biocon Biologics Greece SINGLE MEMBER P.C</li> <li>- Biocon Biologics South Africa (PTY) Ltd</li> <li>- Biocon Biologics (Thailand) Co. Ltd</li> <li>- Biocon Biologics Croatia LLC</li> <li>- Biofusion Therapeutics Limited</li> </ul>
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- (v) The above disclosures include related parties as per IND-AS 24 on "Related Party Disclosures" and Companies Act, 2013.
- (vi) All outstanding balances are unsecured and repayable in cash.
- (vii) Effective from 01 April 2023, the company entered into slump sale arrangement with Syngene Scientific Solutions Limited ("SSSL"), a wholly owned subsidiary of the Company for the transfer of operations of the Company in Hyderabad (Refer Note 42).

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

(i) The Company has a defined benefit gratuity plan as per the Payment of Gratuity Act, 1972 ('Gratuity Act'). Under the Gratuity Act, employee who has completed five years of service is entitled to specific benefit with no monetary limit. The level of benefit provided depends on the employee's length of service and salary at retirement/termination age. The gratuity plan is a funded plan and the Company makes contributions to a recognised fund in India.

The cost of the defined benefit plans and other long term benefits are determined using actuarial valuations. Actuarial valuations involve making various assumptions that may differ from actual developments in the future. These includes the determination of the discount rate, future salary increases and mortality rate. Due to these complexity involved in the valuation it is highly sensitive to the changes in these assumptions. All assumptions are reviewed at reporting date. The present value of the defined benefit obligation and the related current service cost and planned service cost were measured using the projected unit cost method.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

	Present value of defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/liability
Balance as on 1 April 2023	493	(3)	490
Current service cost	73	-	73
Interest cost	37	-	37
<b>Amount recognised in Statement of profit and loss</b>	<b>110</b>	<b>-</b>	<b>110</b>
Remeasurements:			
Return on plan assets, excluding amounts included in interest expense / (income)	-	-*	0*

## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

	Present value of defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/liability
Actuarial (gain) / loss arising from:			
Demographic assumptions	-	-	-
Financial assumptions	4	-	4
Experience adjustment	17	-	17
<b>Amount recognised in other comprehensive income</b>	<b>21</b>	<b>-</b>	<b>22</b>
Benefits paid	(49)	-	(49)
Liabilities associated with assets classified as held for sale	-	-	-
<b>Balance as at 31 March 2024</b>	<b>575</b>	<b>(2)</b>	<b>573</b>

\* Less than Rs. 0.5 million.

	As at 31 March 2025	As at 31 March 2024
Non current	404	381*
Current	206	191
	<b>610</b>	<b>572</b>

# Excludes the gratuity classified as held for sale for Rs. 20. Refer note 42

### (ii) The assumptions used for gratuity valuation are as below:

	As at 31 March 2025	As at 31 March 2024
Interest rate	6.5%	7.3%
Discount rate	6.5%	7.3%
Expected return on plan assets	6.5%	7.3%
Salary increase	6.5%	8.0%
Attrition rate (based on Age of the Employee)	24.0%	9% - 22%
Retirement age - Years	58	58

Assumptions regarding future mortality experience are set in accordance with published statistics and mortality tables.

The weighted average duration of the defined benefit obligation was 6 years (31 March 2024 - 6 years).

The defined benefit plan exposes the Company to actuarial risks, such as interest rate risk.

### (iii) Sensitivity analysis

Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged. Sensitivity analysis does not recognise the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously. The method used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any. The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions are as below:

Particulars	31 March 2025		31 March 2024	
	Increase by 1%	Decrease by 1%	Increase by 1%	Decrease by 1%
Discount rate	(17)	18	(27)	30
Salary increase	18	(17)	29	(27)
Attrition rate	(2)	2	(3)	4

Sensitivity of significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of defined benefit obligation by one percentage, keeping all other actuarial assumptions constant. Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumption shown.

## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

Maturity profile of defined benefit obligation

Particulars	31 March 2025	31 March 2024
1st Following year	142	86
2nd Following year	114	73
3rd Following year	110	66
4th Following year	82	69
5th Following year	66	61
Years 6 to 10	179	233
Years 11 and above	68	299

### (iv) Risk Exposure

These defined benefit plans typically expose the Company to actuarial risks as under :

- Interest rate risk: A decrease in bond interest rate will increase the plan liability.
- Longevity risk: The present value of the defined plan liability is calculated by reference to the best estimate of the mortality of plan participants. An increase in the life expectancy will increase the plan's liability.
- Salary risk: Higher than expected increase in salary will increase the defined benefit obligation.

### (v) Other long term benefits

Present value of other long term benefits (i.e. compensated absences) obligations at the end of the year :

Particulars	31 March 2025	31 March 2024
Compensated absences	459	486

## 28. Financial instruments: Fair value and risk managements

### A. Accounting classification and fair values

31 March 2025	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>								
Investments (non-current)#	66	296	-	362	-	-	362	362
Derivative assets (non-current)	-	1,705	-	1,705	-	1,705	-	1,705
Other financial assets (non-current)	-	-	389	389	-	-	-	-
Investments (current)	3,229	-	2,750	5,979	3,229	-	-	3,229
Trade receivables	-	-	4,694	4,694	-	-	-	-
Cash and cash equivalents	-	-	2,335	2,335	-	-	-	-
Bank balances other than above	-	-	4,190	4,190	-	-	-	-
Derivative assets (current)	-	516	-	516	-	516	-	516
Other financial assets (current)	-	-	410	410	-	-	-	-
	3,295	2,517	14,768	20,580	3,229	2,221	362	5,812
<b>Financial liabilities</b>								
Lease liabilities (non-current)	-	-	1,785	1,785	-	-	-	-
Derivative liabilities (non-current)	-	17	-	17	-	17	-	17
Borrowings (current)	-	-	1,025	1,025	-	-	-	-
Lease liabilities (current)	-	-	253	253	-	-	-	-
Trade payables	-	-	3,465	3,465	-	-	-	-
Derivative liabilities (current)	-	49	-	49	-	49	-	49
Other financial liabilities (current)	-	-	630	630	-	-	-	-
	-	66	7,158	7,224	-	66	-	66

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

31 March 2024	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>								
Investments (non-current)#	66	278	3	347	-	-	344	344
Derivative assets (non-current)	-	1,847	-	1,847	-	1,847	-	1,847
Other financial assets (non-current)	-	-	325	325	-	-	-	-
Investments (current)	2,102	-	2,824	4,926	2,102	-	-	2,102
Trade receivables	-	-	4,275	4,275	-	-	-	-
Cash and cash equivalents	-	-	666	666	-	-	-	-
Bank balances other than above	-	-	4,616	4,616	-	-	-	-
Derivative assets (current)	-	656	-	656	-	656	-	656
Other financial assets (current)	-	-	293	293	-	-	-	-
	<b>2,168</b>	<b>2,781</b>	<b>13,002</b>	<b>17,950</b>	<b>2,102</b>	<b>2,503</b>	<b>344</b>	<b>4,949</b>
<b>Financial liabilities</b>								
Borrowings (non-current)	-	-	1,000	1,000	-	-	-	-
Lease liabilities (non-current)	-	-	1,619	1,619	-	-	-	-
Derivative liabilities (non-current)	-	-	-	-	-	-	-	-
Borrowings (current)	-	-	417	417	-	-	-	-
Lease liabilities (current)	-	-	288	288	-	-	-	-
Trade payables	-	-	2,540	2,540	-	-	-	-
Derivative liabilities (current)	-	9	-	9	-	9	-	9
Other financial liabilities (current)	-	-	562	562	-	-	-	-
	<b>-</b>	<b>9</b>	<b>6,426</b>	<b>6,435</b>	<b>-</b>	<b>9</b>	<b>-</b>	<b>9</b>

# Level 3 investments comprises of unquoted equity instruments. The fair value of Level 3 investments are based on the market comparable approach of similar companies using discounted revenue multiples and considering the same on a pre-revenue development stage. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

- (a) The carrying amount of financial assets and financial liabilities measured at amortised cost in the Standalone Financial Statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.
- (b) There has been no transfers between level 1, 2 and 3.
- (c) The Company enters into derivative financial instruments with various counterparties. Derivatives are valued using valuation techniques in consultation with market expert. The most frequently applied valuation technique include forward pricing, swap models and Black Scholes Merton Model (for options valuation), using present value calculations. The models incorporate various inputs including foreign exchange forward rates, interest rate curve and forward rates curve.

## Reconciliation of Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 values.

Particulars	FVTPL	FVTOCI	Total
Balance as at 01 April 2024	66	278	344
Gain included in OCI			
- Net change in fair value(unrealised)	-	18	18
Investment made in the current year			
- In equity instruments	-	-	-
- In preference shares	-	-	-
- In debt instruments	-	-	-
Loss included in P&L			
- Diminution in the value of investments	-	-	-
<b>Balance as at 31 March 2025</b>	<b>66</b>	<b>296</b>	<b>362</b>



## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 values.

Particulars	FVTPL	FVTOCI	Total
Balance as at 01 April 2023	66	372	438
Gain included in OCI			
- Net change in fair value(unrealised)	-	(94)	(94)
Investment made in the current year			
- In equity instruments	13	-	13
- In preference shares	27	-	27
- In debt instruments	-	-	-
Loss included in P&L			
- Diminution in the value of investments	(40)	-	(40)
<b>Balance as at 31 March 2024</b>	<b>66</b>	<b>278</b>	<b>344</b>

### Measurement of fair values

Fair value of liquid mutual funds are based on quoted price. Derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the market place.

### Sensitivity analysis

For the fair values of forward/option contracts of foreign currencies, reasonably possible changes at the reporting date to one of the significant observable inputs, holding other inputs constant, would have the following effects.

Significant observable inputs	Impact on profit or loss		Impact on other equity	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
<b>Movement in spot rate of the foreign currency</b>				
INR/USD - Increase by 1%	-	-	(572)	(594)
INR/USD - Decrease by 1%	-	-	582	594
<b>Movement in Interest rates</b>				
LIBOR - Increase by 100 bps	-	-	-	-
LIBOR - Decrease by 100 bps	-	-	-	-
<b>Level III Equity instruments</b>				
Adjusted market multiple (5% Increase)	-	-	(83)	(83)
Adjusted market multiple (5% Decrease)	-	-	83	83

## B. Financial risk management

The Company's activities expose it to a variety of financial risks : credit risk, market risk and liquidity risk.

### (i) Risk management framework

The Company's risk management is carried out by the treasury department under policies approved by the Board of Directors. The Board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative and non-derivative financial instruments and investment of excess liquidity.

### (ii) Credit risk

Credit risk is the risk that the counterparty will not meet its obligation under a financial instrument or customer contract, leading to financial loss. The credit risk arises principally from its operating activities (primarily trade receivables and unbilled revenues) and from its investment activities, including deposits with banks and financial institutions, investments in mutual funds and other financial instruments.

The Company has established a credit mechanism under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes external ratings, where available, and other publicly available financial information. Outstanding customer receivables are regularly monitored.

## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables. The maximum exposure to credit risk as at reporting date is primarily from trade receivables and unbilled revenue amounting to Rs. 4,694 (31 March 2024: Rs 4,275). The movement in allowance for impairment in respect of trade receivables during the year was as follows:

Allowance for Impairment	31 March 2025	31 March 2024
Opening balance	102	83
Impairment loss recognised	57	19
Closing balance	159	102

Details of trade receivables that are not due, past due and impaired is given below:

Particulars	31 March 2025	31 March 2024
Neither past due nor impaired	3,807	3,412
Past due but not impaired:		
Less than 180 days	800	741
180 days - 365 days	41	64
More than 365 days	46	58
Past due but impaired:		
Less than 180 days	83	13
180 days - 365 days	30	31
More than 365 days	45	58
Less: Allowance for credit losses	(158)	(102)
<b>Total</b>	<b>4,694</b>	<b>4,275</b>

Other than trade receivables the Company has no significant class of financial assets that is past due but not impaired.

There is no receivable from single customer which is more than 10 percent of the Company's total receivables during the current and previous financial year.

Credit risk on investments, cash and cash equivalent and derivatives is limited as the Company generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. All these banks and financial institutions are high-rate funds of minimum AA+ and above. Investments primarily include investment in liquid mutual fund units and inter-corporate deposits with financial institutions.

### (iii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived. In addition, the Company maintains line of credits as stated in Note 13.

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as of 31 March 2025:

Particulars	Less than 1 year	1 - 2 years	2-5 years	More than 5 years	Total
Lease liabilities (non-current)	-	249	770	1,934	2,953
Lease liabilities (current)	245	-	-	-	245
Borrowings (current)	1,025	-	-	-	1,025
Trade payables	3,465	-	-	-	3,465
Derivative liabilities (non-current)	-	17	-	-	17
Derivative liabilities (current)	49	-	-	-	49
Other financial liabilities	630	-	-	-	630
<b>Total</b>	<b>5,414</b>	<b>266</b>	<b>770</b>	<b>1,934</b>	<b>8,384</b>

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as of 31 March 2024:

Particulars	Less than 1 year	1 - 2 years	2-5 years	More than 5 years	Total
Lease liabilities (non-current) *	-	255	630	1,799	2,684
Lease liabilities (current) *	274	-	-	-	274
Borrowings (non-current)	-	1,000	-	-	1,000
Borrowings (current)	417	-	-	-	417
Trade payables *	2,539	-	-	-	2,539
Derivative liabilities (non-current)	-	—*	-	-	-
Derivative liabilities (current)	9	-	-	-	9
Other financial liabilities *	562	-	-	-	562
<b>Total</b>	<b>3,801</b>	<b>1,255</b>	<b>630</b>	<b>1,799</b>	<b>7,484</b>

\* Excludes the financial liabilities classified as held for sale. Refer note 42.

## (iv) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices, such as foreign exchange rates, interest rates and equity prices.

### Foreign currency risk

The Company operates internationally and a major portion of the business is transacted in several currencies and consequently, the Company is exposed to foreign exchange risk through operating and borrowing activities in foreign currency. The Company holds derivative instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates and foreign currency exposure.

The currency profile of financial assets and financial liabilities as at 31 March 2025 and 31 March 2024 are as below:

31 March 2025	USD	EUR	Others
<b>Financial assets</b>			
Trade receivables	2,679	46	16
Cash and cash equivalents	1,887	337	1
Derivative assets	2,223	-	-
<b>Financial liabilities</b>			
Borrowings (current)	(1,025)	-	-
Trade payables	(426)	(88)	(71)
Derivative liabilities	(66)	-	-
Other financial liabilities (current)	(83)	(5)	(4)
<b>Net assets / (liabilities)</b>	<b>5,189</b>	<b>290</b>	<b>(58)</b>
<b>31 March 2024</b>	<b>USD</b>	<b>EUR</b>	<b>Others</b>
<b>Financial assets</b>			
Trade receivables *	3,547	205	0
Cash and cash equivalents	322	57	1
Derivative assets	2,503	-	-
Other financial assets (current)	49	-	-
<b>Financial liabilities</b>			
Borrowings (non-current)	(1,000)	-	-
Borrowings (current)	(417)	-	-
Trade payables *	(221)	(35)	(111)
Derivative liabilities	(9)	-	-
Other financial liabilities (current) *	(57)	(51)	(312)
<b>Net assets / (liabilities)</b>	<b>4,718</b>	<b>176</b>	<b>(422)</b>

\* Includes the financial assets and liabilities classified as held for sale. Refer note 42.

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

Exposure to currency risk (continued)

INR	Average rate		Year-end spot rate	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
EUR 1	84.63	82.79	85.43	83.34
USD 1	90.68	89.76	92.40	89.99

## Sensitivity analysis

The sensitivity of profit or loss to changes in exchange rates arises mainly from foreign currency denominated financial instruments and the impact on other components of equity arises from foreign exchange forward/option contracts designated as cash flow hedges.

Particulars	Impact on profit or loss		Impact on other equity	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
<b>USD Sensitivity</b>				
INR/USD - Increase by 1%	52	48	(520)	(546)
INR/USD - Decrease by 1%	(52)	(46)	530	548
<b>EUR Sensitivity</b>				
INR/EUR - Increase by 1%	3	2	3	2
INR/EUR - Decrease by 1%	(3)	(1)	(3)	(1)

## Derivative financial instruments

The Company uses derivative financial instruments exclusively for hedging financial risks that arise from its commercial business or financing activities. The Company's Treasury team manages its foreign currency risk by hedging forecasted transactions like sales, purchases and capital expenditures. When a derivative is entered for hedging, the Company matches the terms of those derivatives to the underlying exposure. All identified exposures are managed as per the policy duly approved by the Board of Directors.

The following table gives details in respect of outstanding foreign exchange forward and option contracts as of 31 March 2025:

Particulars	Less than 1 year	1 - 2 years	2-5 years	More than 5 years	Total
Foreign exchange forward contracts to sell USD	235	143	134	-	512
European style option contracts	100	60	57	-	217

The following table gives details in respect of outstanding foreign exchange forward and option contracts as of 31 March 2024:

Particulars	Less than 1 year	1 - 2 years	2-5 years	More than 5 years	Total
Foreign exchange forward contracts to sell USD	218	136	142	45	541
European style option contracts	91	63	61	19	234

## Cash flow and fair value interest rate risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. During the year ended 31 March 2025 and 31 March 2024 the Company's borrowings at variable rate were mainly denominated in USD.

### (a) Interest rate risk exposure

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	31 March 2025	31 March 2024
Variable rate borrowings	1,025	1,417
<b>Total borrowings</b>	<b>1,025</b>	<b>1,417</b>

### (b) Sensitivity

Variable rate borrowings:

A reasonably possible change of 100 bps would have increased / (decreased) profit and loss and equity by Rs. 10 (31 March 2024 : Rs. 14).

## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

### 29. Capital management

The key objective of the Company's capital management is to ensure that it maintains a stable capital structure with the focus on total equity to uphold investor, creditor and customer confidence and to ensure future development of its business. The Company focused on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required without impacting the risk profile of the Company.

The Company's goal is to continue to be able to return excess liquidity to shareholders by continuing to distribute annual dividends in future periods.

The amount of future dividends of equity shares will be balanced with efforts to continue to maintain an adequate liquidity status."

The capital structure as of 31 March 2025 and 31 March 2024 was as follows:

Particulars	31 March 2025	31 March 2024
Total equity attributable to the equity shareholders of the Company	46,389	41,915
As a percentage of total capital	98%	97%
Borrowings	1,025	1,417
<b>Total borrowings</b>	<b>1,025</b>	<b>1,417</b>
As a percentage of total capital	2%	3%
<b>Total capital (Equity and Borrowings)</b>	<b>47,414</b>	<b>43,332</b>

### 30. Tax expense

#### (a) Amount recognised in Statement of profit and loss

	Year ended 31 March 2025	Year ended 31 March 2024
Current tax	1,197	998
Deferred tax:		
MAT credit entitlement	402	46
Others related to:		
Origination and reversal of other temporary differences	(63)	(136)
<b>Tax expense for the year</b>	<b>1,536</b>	<b>908</b>
<b>Reconciliation of effective tax rate</b>		
<b>Profit before tax and exceptional item</b>	<b>5,896</b>	<b>5,684</b>
Add: Exceptional item	320	(111)
Profit before tax	6,216	5,573
Tax at statutory income tax rate 34.94% (31 March 2024 - 34.94%)	2,172	1,947
Tax effects of amounts which are not deductible / (taxable) in calculating taxable income		
Tax incentive and other deductions	(808)	(834)
Non-deductible expense	23	35
Basis difference that will reverse during the tax holiday period	71	-
Settlement of tax dues under 'Vivad se Vishwas' scheme	95	-
Adjustments for current tax of prior periods	(21)	(243)
Others	3	3
<b>Income tax expense</b>	<b>1,536</b>	<b>908</b>

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## (b) Recognised deferred tax assets and liabilities

The following is the movement of deferred tax assets / liabilities presented in the balance sheet

For the year ended 31 March 2025	Opening balance	Recognised in profit or loss	Recognised in OCI	Recognised in equity	Others	Closing balance
<b>Deferred tax asset</b>						
MAT credit entitlement	1,571	(402)	-	-	105	1,274
Defined benefit obligations	194	4	(3)	-	-	195
Others	18	10	(6)	-	-	22
<b>Gross deferred tax assets</b>	<b>1,783</b>	<b>(388)</b>	<b>(9)</b>	<b>-</b>	<b>105</b>	<b>1,491</b>
<b>Deferred tax liability</b>						
Property, plant and equipment, investment property and intangible assets, net	952	(49)	-	-	-	902
Derivatives, net	333	-	(43)	-	-	290
<b>Gross deferred tax liability</b>	<b>1,285</b>	<b>(49)</b>	<b>(43)</b>	<b>-</b>	<b>-</b>	<b>1,192</b>
<b>Deferred tax assets / (liabilities), net</b>	<b>498</b>	<b>(339)</b>	<b>34</b>	<b>-</b>	<b>105</b>	<b>299</b>

For the year ended 31 March 2024	Opening balance	Recognised in profit or loss	Recognised in OCI	Recognised in equity	Closing balance
<b>Deferred tax asset</b>					
MAT credit entitlement	1,618	(47)	-	-	1,571
Defined benefit obligations	164	25	5	-	194
Others	80	(7)	33	(88)	18
<b>Gross deferred tax assets</b>	<b>1,862</b>	<b>(29)</b>	<b>38</b>	<b>(88)</b>	<b>1,783</b>
<b>Deferred tax liability</b>					
Property, plant and equipment, investment property and intangible assets, net	1,221	(119)	-	(150)	952
Derivatives, net	(154)	-	487	-	333
<b>Gross deferred tax liability</b>	<b>1,067</b>	<b>(119)</b>	<b>487</b>	<b>(150)</b>	<b>1,285</b>
	795	90	(449)	62	498
Deferred tax assets / (liabilities) associated with assets held for sale					-
<b>Deferred tax assets / (liabilities), net</b>					<b>498</b>

- (c) During the quarter ended 31 December 2023, the Company recorded Interest income on income tax refund of Rs 158 pursuant to Income Tax Tribunal order for Financial Years 2009-10 and 2010-11 and the same has been presented as income in the financial statements under the head 'Other Income'. Instead of providing a cash refund, the tax department has adjusted the refund against tax demands for Financial Years 2011-12, 2013-14, and 2015-16.
- (d) During the quarter ended 31 March 2025, the Company has opted for Vivad se Vishwas Scheme, 2024 which has resulted in settlement of pending TDS assessments related to non resident tax deductions. Consequent to this, tax expense under the scheme amounting to Rs 95 million has been recorded under the head Current tax. The settlement has also resulted in reduction of contingent liabilities by Rs 197 million.
- (e) Tax expenses for the year ended 31 March 2024 is net of reversal of income tax provision amounting to Rs 232 based on favourable tax assessment orders received during the year ended 31 March 2024.



# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## 31. Contingent liabilities and commitments

(to the extent not provided for)

### (i) Contingent liabilities

	31 March 2025	31 March 2024
(a) Claims against the Company not acknowledged as debt	6,285	6,321

The above includes:

(I) Income tax matters under dispute for notices and orders received relating to financial year 2008-09, 2012-13 to 2018-19, 2020-21 and 2021-22 (31 March 2024 : financial year 2008-09, 2011-12 to 2018-19 and 2020-21 to 2021-22)

6,158 6,194

(II) Indirect tax matters under dispute for notices and orders received relating to financial year 2009-10 to 2017-18 (31 March 2024 : financial year 2009 - 10 to 2017 - 18)

127 127

(III) In light of judgment of Honourable Supreme Court dated 28th February 2019 on the definition of "Basic Wages" under the Employees Provident Funds & Misc. Provisions Act, 1952 and based on Company's evaluation, there are significant uncertainties and numerous interpretative issues relating to the judgement and hence it is unclear as to whether the clarified definition of Basic Wage would be applicable prospectively or retrospectively. The amount of the obligation therefore cannot be measured with sufficient reliability for past periods and hence has currently been considered to be a contingent liability.

### (b) Guarantees

	31 March 2025	31 March 2024
Guarantees given by banks on behalf of the Company for contractual obligations of the Company.	- *	- *

The necessary terms and conditions have been complied with and no liabilities have arisen.

### (ii) Commitments

	31 March 2025	31 March 2024
Estimated amount of contracts remaining to be executed on capital account not provided for, net of advances	1,559	1,666

\* Less than Rs. 0.5 million.

## 32. Segmental Information

### Operating segments

The Company is engaged in a single operating segment of providing contract research and manufacturing services. Accordingly, there are no additional disclosures to be provided Ind AS 108 'Operating Segments' other than those already provided in these standalone financial statements.

### Geographical information

The geographical information analyses the Company's revenues and non-current assets by the Company's country of domicile (i.e. India) and other countries. In presenting the geographical information, revenue has been based on the geographic location of the customers and assets which have been based on the geographical location of the assets.

	Year ended 31 March 2025	Year ended 31 March 2024
Revenue from operations:		
India	1,637	1,458
United States of America	20,881	21,178
Europe	9,762	7,718
Rest of the World	1,453	1,676
<b>Total</b>	<b>33,733</b>	<b>32,031</b>

## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

The following is the carrying amount of non current assets by geographical area in which the assets are located:

Carrying amount of non-current assets	31 March 2025	31 March 2024
India	32,636	32,801
Outside India	-	-
<b>Total</b>	<b>32,636</b>	<b>32,801</b>

Note: Non-current assets excludes investments, derivative assets, financial assets and deferred tax assets.

### Major customer

Revenue from two customers of the Company's Revenue from operations aggregates to Rs.13,621 (31 March 2024 - Rs. 12,305) which is more than 10 percent of the Company's total revenue.

## 33. Share based compensation

### (1) Syngene ESOP Plan 2011

On 20 July 2012, Syngene Employee Welfare Trust ('Trust') was created for the welfare and benefit of the employees and directors of the Company and administrated by the Nomination and Remuneration Committee. The Board of Directors approved the employee stock option plan of the Company. On 31 October 2012, the Trust subscribed into the equity shares of the Company using the proceeds from interest free loan of Rs. 150 obtained from the Company.

#### Grant

Pursuant to the Scheme, the Company has granted options to eligible employees of the Company under Syngene Employee Stock Option Plan - 2011. Each option entitles for one equity share. The options under this grant will vest to the employees as 25%, 35% and 40% of the total grant at end of second, third and fourth year from the date of grant, respectively, with an exercise period of three years for each grant. The vesting conditions include service terms and performance of the employees. These options are exercisable at an exercise price of Rs. 11.25 [31 March 2024 : Rs. 11.25] per share (Face Value of Rs. 10 per share).

#### Details of Grant

Particulars	31 March 2025 No. of options	31 March 2024 No. of options
Outstanding at the beginning of the year	134,123	610,191
Granted during the year	-	-
Forfeited / lapsed during the year	(10,132)	(6,306)
Exercised during the year	(89,992)	(469,762)
<b>Outstanding at the end of the year</b>	<b>33,999</b>	<b>134,123</b>
Exercisable at the end of the year	33,999	61,472
Weighted average exercise price	11.25	11.25
Weighted average share price at the date of exercise during the year (In Rs)	787.7	745.7

The weighted average remaining contractual life for the stock options outstanding as at 31 March 2025 is 2 years [31 March 2024 : 3 years ].

### (2) Syngene Restricted Stock Unit Long Term Incentive Plan 2020

The Board of Directors of the Company on 24 April 2019 and the Shareholders of the Company in the Annual General Meeting held on 24 July 2019 approved the Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020. Each option entitles for one equity share. The options under this grant will vest to the employees as 25%, 25%, 25% and 25% of the total grant at the end of first, second, third and fourth year from the date of first grant, respectively, with an exercise period of 5 years for each grant. The vesting conditions include service terms and performance of the employees. These options are exercisable at an exercise price of Rs. 10 per share (Face Value of Rs. 10 per share).

#### Details of Grant

Particulars	31 March 2025 No. of options	31 March 2024 No. of options
Outstanding at the beginning of the year	842,083	1,573,842
Granted during the year	-	38,032
Forfeited during the year	(70,507)	(128,204)

## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

Particulars	31 March 2025 No. of options	31 March 2024 No. of options
Exercised during the year	(549,015)	(641,587)
<b>Outstanding at the end of the year</b>	<b>222,561</b>	<b>842,083</b>
Exercisable at the end of the year	222,561	561,068
Weighted average exercise price	10.00	10.00
Weighted average value of shares granted during the year under Black Scholes Model (In Rs)	-	584.5
Weighted average share price at the date of exercise during the year (In Rs)	787.7	659.8

The weighted average remaining contractual life for the stock options outstanding as at 31 March 2025 is 2.34 years [31 March 2024 : 3.34 years].

Assumptions used in determination of the fair value of the stock options under the Black Scholes Model are as follows:

Expected volatility has been based on an evaluation of the historical volatility of the Company's share price, particularly over the historical period commensurate with the expected term. The expected term of the instruments has been based on historical experience and general option holder behaviour.

Particulars	31 March 2025	31 March 2024
Dividend yield (%)	0.0%	0.0%
Exercise Price (In Rs)	10	10
Volatility	30.4%	30.4%
Life of the options granted (vesting and exercise period) [in years]	3.5	3.5
Average risk-free interest rate	7.2%	7.2%

### (3) Syngene Long Term Incentive Performance Share Plan 2023

The Board of Directors of the Company on 22 March 2023 and the Shareholders of the Company on 23 April 2023 approved the Syngene Long Term Incentive Performance Share Plan 2023. Each option entitles for one equity share. The plan comprises of 3 metrics basis which performance is evaluated and the units shall vest between FY 2026 to FY 2028 on 31 May after the close of each the third financial year for which the performance is being considered i.e. 31 May 2025, with an exercise period of 5 years for each grant. The vesting conditions include service terms of the employees. These options are exercisable at an exercise price of Rs. 10 per share (Face Value of Rs. 10 per share).

Details of Grant

Particulars	31 March 2025 No. of options	31 March 2024 No. of options
Outstanding at the beginning of the year	258,254	-
Granted during the year	1,180,989	258,254
Forfeited during the year	(453,476)	-
Exercised during the year	-	-
<b>Outstanding at the end of the year</b>	<b>985,767</b>	<b>258,254</b>
Exercisable at the end of the year	-	-
Weighted average exercise price	-	-
Weighted average value of shares granted during the year under Black Scholes Model (In Rs)	976.7	905.71
Weighted average share price at the date of exercise during the year (In Rs)	-	-

The weighted average remaining contractual life for the stock options outstanding as at 31 March 2025 is 6.29 years [31 March 2024 : 1.17].

Assumptions used in determination of the fair value of the stock options under the Black Scholes Model are as follows:

Particulars	31 March 2025	31 March 2024
Dividend yield (%)	0.0%	0.0%
Exercise Price (In Rs)	10	10
Volatility	25.4%	26.2%
Life of the options granted (vesting and exercise period) [in years]	6.29	6.17
Average risk-free interest rate	6.5%	7.1%

## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

### (4) Syngene Long Term Incentive Outperformance Share Plan 2023

The Board of Directors of the Company on 22 March 2023 and the Shareholders of the Company on 23 April 2023 approved the Syngene Long Term Incentive Outperformance Share Plan 2023. The performance assessment period for the said plan is FY 2023 to FY 2027 (i.e. 5 years). However, no grants were given to any employees during the year ended 31 March 2025. Accordingly, no accounting has been done in the current financial year.

#### Syngene Employee Welfare Trust

The assets and liabilities of the aforesaid trust have been accounted for as the assets and liabilities of the Company on the basis that such trust is merely acting as the agent of the company (as given in the table below).

Particulars	31 March 2025	31 March 2024
<b>Assets</b>		
Investments	40	37
Other current assets	6	5
<b>Liabilities</b>		
Reserves	(38)	(38)
Current liabilities	(9)	(4)
<b>Cash and bank balance</b>	<b>1</b>	<b>1</b>

### 34. Leases

The Company has entered into lease agreements for use of land, buildings, plant and equipment and vehicles which expires over a period ranging upto the year of 2038. Gross payments for the year aggregate to Rs. 317 (31 March 2024 - Rs. 322).

The weighted average borrowing rate of 8% has been applied to lease liabilities recognised in the balance sheet at the date of initial application.

The following is the movement in lease liabilities during the year ended 31 March 2025:

Particulars	Land	Buildings	Vehicles	Total
Balance at the beginning	299	1,560	48	1,907
Additions during the year	-	424	-	424
Finance cost accrued during the period	20	156	3	179
Deletions	-	(155)	0	(155)
Payment of lease liabilities	(38)	(254)	(26)	(318)
Balance at the end	<b>281</b>	<b>1,731</b>	<b>25</b>	<b>2,038</b>

The following is the movement in lease liabilities during the year ended 31 March 2024:

Particulars	Land	Buildings	Vehicles	Total
Balance at the beginning	316	274	43	633
Additions during the year	-	1,474	30	1,504
Finance cost accrued during the period	21	67	4	92
Deletions	-	-	-	-
Payment of lease liabilities	(38)	(255)	(29)	(322)
Balance at the end	<b>299</b>	<b>1,560</b>	<b>48</b>	<b>1,907</b>

\* Less than Rs. 0.5 million.

The following is the break-up of current and non-current lease liabilities:

Particulars	31 March 2025	31 March 2024
Current	253	288
Non-current	1,785	1,619
<b>Total</b>	<b>2,038</b>	<b>1,907</b>

\* Exclude lease liabilities of Rs. 1,743 classified as held for sale. Refer note 42.

## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	31 March 2025	31 March 2024
Less than one year	245	274
One to five years	1,019	885
More than five years	1,934	1,799
<b>Total</b>	<b>3,198</b>	<b>2,958</b>

# Excludes the undiscounted contractual maturities classified as held for sale. Refer note 42.

The following are the amounts recognised in the statement of profit or loss:

Particulars	31 March 2025	31 March 2024
Depreciation expenses on right of use-assets	271	184
Interest expenses on lease liabilities	179	92
Rent (Refer note 25)	58	53
<b>Total</b>	<b>508</b>	<b>329</b>

### 35. Exceptional items

- During the year ended 31 March 2025, the Company have received its final claim of Rs 320 million from the insurance company for the loss of fixed assets in a fire incident on 12 December 2016, and the same has been presented in this standalone financial statements under the 'Exceptional Items'.
- The Company incurred transaction costs of Rs 111 relating to the acquisition of multi modal facility (Unit 3) from Stelis Biopharma Limited (SBL) and the same has been presented under Exceptional items in this Standalone financial statements for the year ended 31 March 2024."

### 36. Corporate social responsibility

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities.

Particulars	31 March 2025	31 March 2024
(a) Amount required to be spent by the Company during the year	110	101
(b) Amount unspent of previous years shortfall	10	31
(c) Amount spent during the year (in cash)		
(i) Construction / acquisition of any asset	-	-
(ii) On purposes other than (i) above	115	122
(d) Amount unspent and carried forward to next year	5	10

- Details of unspent obligations:

Details of ongoing project and other than ongoing project

In case of Section 135(5) of the Companies Act, 2013 (Ongoing project)						
Opening balance as at 1 April 2024		Amount required to be spent during the year	Amount spent during the year		Closing balance as at 31 March 2025	
With Company	In Separate CSR Unspent		From Company's bank account	From Separate CSR Unspent account	With Company	In Separate CSR Unspent account
-	10	110	107	8	3	3

In case of Section 135(5) of the Companies Act, 2013 (Other than ongoing project)						
Opening balance as at 1 April 2024		Amount required to be spent during the year	Amount spent during the year		Closing balance as at 31 Dec 2024	
With Company	In Separate CSR Unspent		From Company's bank account	From Separate CSR Unspent account	With Company	In Separate CSR Unspent account
-	-	-	-	-	-	-

# Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

In case of Section 135(5) of the Companies Act, 2013 (Ongoing project)						
Opening balance as at 1 April 2023		Amount required to be spent during the year	Amount spent during the year		Closing balance as at 31 March 2024	
With Company	In Separate CSR Unspent		From Company's bank account	From Separate CSR Unspent account	With Company	In Separate CSR Unspent account
-	31	3	-	21	-	10

In case of Section 135(5) of the Companies Act, 2013 (Other than ongoing project)				
Opening Balance as at 1 April 2023	Amount deposited in specified fund of Schedule VII within 6 months	Amount required to be spent during the year	Amount spent during the year	Closing balance as at 31 March 2024
-	-	-	-	-

## 37. Earnings per equity share (EPS)

Particulars	31 March 2025	31 March 2024
Earnings		
Profit for the year	4,680	4,665
Shares		
Basic outstanding shares	402,536,981	402,015,000
Add: number of shares vested but not yet exercised	515,464	608,429
Less: Weighted average shares held with the ESOP Trust	(1,126,671)	(1,243,697)
<b>Weighted average shares used for computing basic EPS</b>	<b>401,925,774</b>	<b>401,379,732</b>
Add: Effect of dilutive options granted but not yet exercised / not yet eligible for exercise	392,216	591,816
<b>Weighted average shares used for computing diluted EPS</b>	<b>402,317,990</b>	<b>401,971,548</b>
<b>Earnings per equity share</b>		
Basic (in Rs.)	11.64	11.62
Diluted (in Rs.)	11.63	11.61

## 38. Financial ratios:

Ratio	Numerator	Denominator	31 March 2025	31 March 2024	Variance %
(a) Net profit ratio	Profit for the year *	Total income	13%	15%	-12.7%
(b) Return on equity ratio	Profit for the year *	Average equity	10%	12%	-19%
(c) Debt equity ratio	Borrowings	Equity	2%	3%	-35%
(d) Debt service coverage ratio	Earnings before interest, taxes, depreciation and amortisation * = Net profit before tax and exceptional item + Depreciation and amortisation + Finance costs	Total debt service in preceding twelve months = Finance costs + Repayment of short term borrowings + Repayment of long term borrowings	13.56	2.08	552%
(f) Return on Investment	Interest income on deposits + Net gain on mutual funds	Average Investment in deposits and mutual funds	6.36%	6%	7%
(f) Return on capital employed	Earnings before interest and taxes* = Net profit before tax and exceptional item + Finance costs	Capital Employed = Tangible Net Worth (Total equity - Intangibles assets) + Total Borrowings - Deferred Tax Asset	13.24%	14%	-6%
(g) Net capital turnover ratio	Revenue from operations	Average Working capital = Current assets - Current liabilities	4.63	3.28	41%



## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

Ratio	Numerator	Denominator	31 March 2025	31 March 2024	Variance %
(h) Current ratio	Current assets	Current liabilities	1.53	1.69	-9%
(i) Inventory turnover ratio	Cost of chemicals sold = Purchases of chemicals, reagents and consumable + Changes in inventories	Average inventory	4.61	3.16	46%
(j) Trade receivable turnover ratio	Revenue from operations	Average trade receivable	7.52	7.03	7%
(k) Trade payable turnover ratio	Total supply purchases = Purchases of chemicals, reagents and consumables + Changes in inventories + Other expenses	Average trade payables	5.37	5.86	-8%

\* excludes exceptional items in the computation of operational performance ratios

### Explanation for variance more than 25% in the above ratios:

- (i) Improvement in debt equity ratio is due to repayment of borrowings for Rs. 392 and increase in accumulated profits during the year ended 31 March 2025.
- (ii) Decline in debt service coverage ratio is primarily due to lesser repayment of borrowings as compared to preceeding financial year.
- (iii) Improvement in net capital turnover ratio is on account of higher revenue from operation and lesser net working capital.
- (iv) Improvement in inventory turnover ratio is on account of lower inventory levels.

### 39. Other Statutory Information :

- (i) The Company does not have any Benami property or any proceeding is pending against the Company for holding any Benami property.
- (ii) The Company do not have any transactions with companies struck off.
- (iii) The Company do not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- (iv) The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- (v) The Company has not advanced or loaned or invested any funds (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (Intermediaries) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).
- (vi) The Company has not received any fund from any parties (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company is not classified as wilful defaulter by Reserve Bank of India.
- (viii) The Company doesn't have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 such as search or survey.

40. (a) On 26 April 2023, the Board of Directors of the Company have approved an allotment of 580,500 equity shares of Rs. 10/- (Rupees Ten each) of the Company to Syngene Employee Welfare Trust at face value pursuant to the shareholders' approval at the Annual General Meeting on 24 July 2019 to allot fresh equity shares upto 1.67% of the paid-up equity capital of the Company in tranches for the purpose of implementation of the Syngene International Limited - Restricted Stock Unit Long Term Incentive Plan FY 2020.
- (b) On 24 April 2024, the Board of Directors of the Company have approved an allotment of 521,981 equity shares of Rs. 10/- (Rupees Ten each) of the Company to Syngene Employee Welfare Trust at face value pursuant to the shareholder's approval at the Annual General Meeting on 24 July 2019 to allot fresh equity shares upto 1.67% of the paid-up equity capital of the Company in tranches for the purpose of implementation of the Syngene International Limited - Restricted Stock Unit Long Term Incentive Plan FY 2020.

## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

- 41.** On 26 April 2023, the Board of Directors recommended a final dividend of Rs. 1.25 per equity share of Rs. 10/- (comprising a regular dividend of Rs.0.5 per share and a special additional dividend of Rs. 0.75 per share to mark the 30th anniversary of the founding of the Company in November 1993). The shareholders approved the dividend in the Annual General Meeting held on 26 July 2023 and was subsequently paid.

### 42. Non-current assets held for sale :

On 23 January 2023, the Company announced the decision of its Board of Directors to transfer the operations of the Company in Hyderabad under a slump sale arrangement to Syngene Scientific Solutions Limited (SSSL), a Wholly owned subsidiary of the Company with effect from 01 April 2023. At 31 March 2023, the above transfer was classified as a disposal group held for sale.

The following table summarises major class of the assets and liabilities classified as held for sale as at 31 March 2023:

Particulars	31 March 2023
<b>Assets</b>	
Property, plant and equipment	2,491
Right-of-use assets	1,582
Working capital and others	1,217
<b>Assets held for sale</b>	<b>5,290</b>
<b>Liabilities</b>	
Lease Liabilities	1,743
Working capital and others	376
<b>Liabilities associated with assets held for sale</b>	<b>2,119</b>
<b>Net assets associated with disposal group</b>	<b>3,171</b>

Effective 01 April 2023, the Company has transferred to SSSL the above net assets.

### 43. Acquisition through Slump Sale:

On 04 July 2023, the Company's Board of Directors entered into a binding term sheet for acquiring Unit 3 biologics manufacturing facility in Bangalore, India, from Stelis Biopharma Limited (SBL). The unit has been acquired effective 01 December 2023 on a slump sale basis at a total cash consideration of Rs. 5,632.

The acquisition will add 20,000 litres of installed biologics drug substance manufacturing capacity for Syngene. The site has the potential for future expansion of up to a further 20,000 litres of biologics drug substance manufacturing capacity. It also includes a commercial scale, high speed, fill-finish unit – an essential capability for drug product manufacturing.

The Company has carried out a preliminary purchase price allocation between tangible assets and other balances taken over to assess the fair value as on the acquisition date and accordingly recorded a capital reserve of Rs 39.

The following table summarises major class of the assets and liabilities taken over:

Particulars	
Property, plant and equipment	6,207
Other assets	104
Capital creditors	(638)
Other liabilities	(2)
Value of business taken over (A)	5,671
<b>Purchase consideration (B)</b>	<b>5,632</b>
<b>Capital reserve (C=B-A)</b>	<b>(39)</b>

- 44.** During the quarter ended 31 March 2025, the Company has acquired biologics site in the USA fitted with multiple monoclonal antibody (mAbs) manufacturing lines from Emergent Manufacturing Operations Baltimore, LLC (a subsidiary of Emergent BioSolutions Inc.). This acquisition will increase the company's total single-use bioreactor capacity to 50,000L for large molecule discovery, development, and manufacturing services. This acquisition will also increase the options that can be offered to global customers, providing commercial scale biologics manufacturing capabilities across our global

## Notes to the standalone financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

network. The transaction has been classified as an 'asset acquisition' under Ind AS 103. The costs incurred till 31 March 2025 eligible for capitalization are being accumulated as Capital Work in Progress amounting to Rs 2,981 million (USD 34.89 million). An amount of Rs 311 million (USD 3.64 million) has been capitalized as Land. These amount includes pre-transaction costs of Rs 101 million (USD 1.18 million).

- 45.** On 24 April 2024, the Board of Directors recommended a final dividend of Rs. 1.25 per equity share of Rs. 10/-. The proposed dividend is subject to the approval of the shareholders in the Annual General Meeting. The shareholders approved the dividend in the Annual General Meeting held on 24 July 2024 and was subsequently paid.

### 46. Events after reporting period

- (a) On 23 April 2025, the Board of Directors of the Company have approved an allotment of 402,439 equity shares of Rs. 10/- (Rupees Ten each) of the Company to Syngene Employees Welfare Trust at face value pursuant to special resolution passed through Postal Ballot on 23 April 2023 to allot fresh equity shares upto 0.55% (22,00,000 shares) of the paid-up equity capital of the Company in tranches for the purpose of implementation of the Syngene International Limited - Long Term Incentive Performance Share Plan 2023.
- (b) On 23 April 2025, the Board of Directors recommended a final dividend of Rs. 1.25 per equity share of Rs. 10/-. The proposed dividend is subject to the approval of the shareholders in the Annual General Meeting.

for **B S R & Co. LLP**

Chartered Accountants

Firm registration number: 101248W/W-100022

**G Prakash**

Partner

Membership number: 099696

for **and on behalf of the Board of Directors of Syngene International Limited**

**Kiran Mazumdar Shaw**

Chairperson

DIN: 00347229

**Peter Bains**

Managing Director & Chief Executive Officer

DIN: 00430937

**Deepak Jain**

Chief Financial Officer

**Priyadarshini Mahapatra**

Company Secretary

FCS Number: F8786

Bengaluru

Date: 23 April 2025

Bengaluru

Date: 23 April 2025

# Independent Auditor's Report

To the Members of **Syngene International Limited**

## Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the consolidated financial statements of Syngene International Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2025, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information, (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2025, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue from operations	
Refer Note 2(I) and 18 to the consolidated financial statements	
The key audit matter	How the matter was addressed in our audit
<ul style="list-style-type: none"> <li>The Group's revenue is derived from contract research, development and manufacturing activities.</li> <li>Overstatement of revenue is a presumed fraud risk considering the Group has pressure to meet external market expectations of reporting higher revenues.</li> <li>The Group has various contractual arrangements with customers which are entered into at various stages of research and development. The Group, in line with Ind AS 115 recognises revenue based on the contractual terms and performance obligations with customers.</li> <li>The Group, in certain instances, also has bill and hold arrangements that meet the criteria mentioned for such arrangements under Ind AS 115: Revenue from Contracts with Customers, wherein revenues are recognized prior to the physical transfer of the good on the basis of specific requests from the customers to hold back the delivery of goods at period end.</li> <li>The above factors result in revenue being identified as a key audit matter.</li> </ul>	<p>Our audit procedures in relation to revenue recognition includes the following:</p> <ul style="list-style-type: none"> <li>We have assessed the appropriateness of the Group's revenue recognition accounting policies and assessed compliance with the policies in terms of applicable accounting standards.</li> <li>We tested the design and implementation, operating effectiveness of the Group's controls around revenue recognition including general IT controls and key IT application controls.</li> <li>We have performed substantive testing (including year-end cut-off testing) by selecting samples of revenue transactions recorded during the year and verifying the underlying documents, which includes sales invoices/contracts, shipping and delivery documents.</li> <li>We have tested the specific requests from customers at the period end to evaluate transfer of control relating to the bill and hold arrangements. We evaluated the timing of recognition of revenue from these arrangements proposed by the Group for compliance with Ind AS 115: Revenue from Contracts with Customers.</li> <li>We have assessed journal entries posted to revenue to identify unusual items not already covered by our audit testing.</li> </ul>

## Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the Management Reports such as Board's Report, Management Discussion and Analysis, Corporate Governance Report and Business Responsibility and Sustainability Report, but does not include the financial statements and auditor's report thereon, which we obtained prior to the date of this auditor's report, and the the remaining sections of the Holding Company's Annual Report, which are expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the remaining sections of the Annual Report (other than those mentioned above), if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

## Management's and Board of Directors'/Board of Trustees Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors /Board of Trustees of the companies/Trust included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company/Trust and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors /Board of Trustees of the companies/Trust included in the Group are responsible for assessing the ability of each company/Trust to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors/Board of Trustees either intends to liquidate the Company/Trust or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors /Board of Trustees of the companies/Trust included in the Group are responsible for overseeing the financial reporting process of each company/Trust.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2025 taken on record by the Board of Directors of the Holding Company and its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2025 on the consolidated financial position of the Group. Refer Note 31 to the consolidated financial statements.
  - b. Provision has been made in the consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, on long-term contracts including derivative contracts. Refer Note 28 to the consolidated financial statements in respect of such items as it relates to the Group.



- c. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2025. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by its subsidiary companies incorporated in India during the year ended 31 March 2025.
- d. (i) The respective management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented that, to the best of their knowledge and belief, other than as disclosed in the Note 39(v) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The respective management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented that, to the best of their knowledge and belief, as disclosed in the Note 39(vi) to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

- e. The final dividend paid by the Holding Company and one of its subsidiary companies incorporated in India during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 45 to the consolidated financial statements, the respective Board of Directors of the Holding Company and one of its subsidiary companies incorporated in India have proposed final dividend for the year which is subject to the approval of the respective members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

- f. Based on our examination which included test checks, except for the instances mentioned below, the Group has used accounting software for maintaining its books of account, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software:
- For data changes performed by users having privileged access (debug)
  - At the application level for certain fields / tables relating to all the significant financial processes
  - At the database level the audit trail configuration was enabled on 25 October 2024. Also, for one database user the audit trail logging was enabled on 26 February 2025.

Further, where audit trail (edit log) facility was enabled, we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Group as per the statutory requirements for record retention.

- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid during the current year by the Holding Company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company is not in excess of the limit laid down under Section 197 of the Act. During the year, no remuneration has been paid by the subsidiary companies to the directors. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

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

**G Prakash**  
Partner

Membership No.: 099696  
ICAI UDIN:25099696BMOOIY2864

Place: Bengaluru  
Date: 23 April 2025

## Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of Syngene International Limited for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/Subsidiary/ JV/ Associate	Clause number of the CARO report which is unfavourable or qualified or adverse
1	Syngene Scientific Solutions Limited	U73200KA2022PLC164804	Subsidiary	3(ix)(d)
2	Syngene Manufacturing Solutions Limited	U24290KA2022PLC165409	Subsidiary	3(xvii)

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

**G Prakash**  
Partner  
Membership No.: 099696  
ICAI UDIN:25099696BMOOIY2864

Place: Bengaluru  
Date: 23 April 2025

## Annexure B to the Independent Auditor's Report on the consolidated financial statements of Syngene International Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### Opinion

In conjunction with our audit of the consolidated financial statements of Syngene International Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

### Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

### Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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

**G Prakash**  
Partner  
Membership No.: 099696  
ICAI UDIN:25099696BMOOIY2864

Place: Bengaluru  
Date: 23 April 2025

## Consolidated Balance Sheet as at 31 march 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

	Note	31 March 2025	31 March 2024
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3 (a)	23,226	23,783
Capital work-in-progress	3 (a)	12,614	8,368
Right-of-use assets	3 (b)	4,192	4,024
Investment property	3 (c)	343	411
Other intangible assets	4 (a)	256	282
Intangible assets under development	4 (b)	47	13
Financial assets			
(i) Investments	5(a)	362	347
(ii) Derivative assets		1,706	1,847
(iii) Other financial assets	6(a)	454	384
Deferred tax assets (net)	7	295	407
Income tax assets (net)		1,243	1,923
Other non-current assets	8(a)	349	137
<b>Total non-current assets</b>		<b>45,086</b>	<b>41,926</b>
<b>Current assets</b>			
Inventories	9	1,555	2,385
Financial assets			
(i) Investments	5(b)	6,105	5,132
(ii) Trade receivables	10	5,267	4,416
(iii) Cash and cash equivalents	11(a)	3,671	857
(iv) Bank balances other than (iii) above	11(b)	4,199	4,778
(v) Derivative assets		532	694
(vi) Other financial assets	6(b)	244	206
Other current assets	8(b)	1,300	1,122
<b>Total current assets</b>		<b>22,873</b>	<b>19,590</b>
<b>Total assets</b>		<b>67,959</b>	<b>61,516</b>

# Consolidated Balance Sheet as at 31 march 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

	Note	31 March 2025	31 March 2024
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	12 (a)	4,025	4,020
Other equity	12 (b)	43,243	38,557
<b>Total equity</b>		<b>47,268</b>	<b>42,577</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
(i) Borrowings	13(a)	-	1,000
(ii) Lease liabilities	35	4,088	3,651
(iii) Derivative liabilities		18	-
Provisions	14(a)	433	407
Other non-current liabilities	15(a)	2,188	2,438
<b>Total non-current liabilities</b>		<b>6,727</b>	<b>7,496</b>
<b>Current liabilities</b>			
Financial liabilities			
(i) Borrowings	13(b)	1,196	417
(ii) Lease liabilities	35	495	484
(iii) Trade payables	16		
Total outstanding dues of micro and small enterprises		341	200
Total outstanding dues of creditors other than micro and small enterprises		3,179	2,355
(iv) Derivative liabilities		56	10
(v) Other financial liabilities	17	704	665
Provisions	14(b)	713	727
Current tax liabilities (net)		84	476
Other current liabilities	15(b)	7,196	6,109
		<b>13,964</b>	<b>11,443</b>
<b>Total equity and liabilities</b>		<b>67,959</b>	<b>61,516</b>

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached

for **B S R & Co. LLP**

Chartered Accountants

Firm registration number: 101248W/W-100022

**G Prakash**

Partner

Membership number: 099696

Bengaluru

Date: 23 April 2025

for and on behalf of the Board of Directors of Syngene International Limited

**Kiran Mazumdar Shaw**

Chairperson

DIN: 00347229

**Deepak Jain**

Chief Financial Officer

Bengaluru

Date: 23 April 2025

**Peter Bains**

Managing Director & Chief Executive Officer

DIN: 00430937

**Priyadarshini Mahapatra**

Company Secretary

FCS Number: F8786



# Consolidated Statement of Profit and Loss for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

	Note	Year ended 31 March 2025	Year ended 31 March 2024
<b>Income</b>			
Revenue from operations	18	36,424	34,886
Other income	19	718	906
<b>Total income</b>		<b>37,142</b>	<b>35,792</b>
<b>Expenses</b>			
Cost of chemicals, reagents and consumables consumed	20	9,254	8,736
Changes in inventories of finished goods and work-in-progress	21	171	566
Employee benefits expense	22	9,839	8,887
Finance costs	23	531	472
Depreciation and amortisation expense	24	4,326	4,259
Other expenses	25	6,723	5,995
Foreign exchange fluctuation (gain)/loss, net		19	558
<b>Total expenses</b>		<b>30,863</b>	<b>29,473</b>
<b>Profit before tax and exceptional items</b>		<b>6,279</b>	<b>6,319</b>
Exceptional items, net gain/ (loss)	36	320	(111)
<b>Profit before tax</b>		<b>6,599</b>	<b>6,208</b>
<b>Tax expense</b>	30		
Current tax		1,384	1,230
Deferred tax			
MAT credit entitlement		402	46
Other deferred tax		(149)	(168)
<b>Total tax expense</b>		<b>1,637</b>	<b>1,108</b>
<b>Profit for the year</b>		<b>4,962</b>	<b>5,100</b>
<b>Other comprehensive income</b>			
(i) Items that will not be reclassified subsequently to profit or loss			
Re-measurement on defined benefit plans		11	(25)
Changes in the Fair Value of equity investments at FVTOCI		18	(94)
Income tax effect		(9)	39
(ii) Items that will be reclassified subsequently to profit or loss			
Effective portion of gains/(losses) on hedging instrument in cash flow hedges		(146)	1,993
Exchange difference on translation of foreign operations		(64)	-*
Income tax effect		44	(487)
<b>Other comprehensive income/(loss) for the year, net of taxes</b>		<b>(147)</b>	<b>1,426</b>
<b>Total comprehensive income for the year</b>		<b>4,815</b>	<b>6,526</b>
<b>Profit attributable to:</b>			
Shareholders of the Company		4,962	5,100
Non-controlling interest		-	-
<b>Profit for the year</b>		<b>4,962</b>	<b>5,100</b>
<b>Other comprehensive income attributable to:</b>			
Shareholders of the Company		(147)	1,426
Non-controlling interest		-	-
<b>Other comprehensive income for the year</b>		<b>(147)</b>	<b>1,426</b>
<b>Total comprehensive income attributable to:</b>			
Shareholders of the Company		4,815	6,526
Non-controlling interest		-	-
<b>Total comprehensive income for the year</b>		<b>4,815</b>	<b>6,526</b>
<b>Earnings per equity share</b>	38		
Basic (in Rs)		12.35	12.71
Diluted (in Rs)		12.34	12.69

\* Less than Rs. 0.5 million.

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached

for **B S R & Co. LLP**

Chartered Accountants

Firm registration number: 101248W/W-100022

**G Prakash**

Partner

Membership number: 099696

for and on behalf of the Board of Directors of Syngene International Limited

**Kiran Mazumdar Shaw**

Chairperson

DIN: 00347229

**Deepak Jain**

Chief Financial Officer

Bengaluru

Date: 23 April 2025

**Peter Bains**

Managing Director & Chief Executive Officer

DIN: 00430937

**Priyadarshini Mahapatra**

Company Secretary

FCS Number: F8786

Bengaluru

Date: 23 April 2025

# Consolidated Statement of Changes in Equity

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

for the year ended 31 march 2025

(A) Equity share capital		31 March 2025	31 March 2024
Opening balance		4,020	4,014
Changes in equity share capital		5	6
Closing balance		4,025	4,020

(B) Other equity [refer note 12(b)]

Particulars	Securities premium	General reserve	Capital reserve	Reserves and surplus Treasury shares	Retained earnings	Re-measurement on defined benefit plans	Special Economic Zone (SEZ) reinvestment reserve	Share based payment	Items of other comprehensive income Foreign currency translation reserve	Cash flow hedging reserves	Other items of other comprehensive income	Total other equity
Balance as at 1 April 2023	2,167	-	-	(47)	29,725	100	-*	654	-	(433)	-	32,166
Profit for the year	-	-	-	-	5,100	(20)	-	-	-	-	-	5,100
Other comprehensive income, net of tax	-	-	-	-	-	-	-	-	-	1,506	(61)	1,424
<b>Total comprehensive income for the year</b>	-	-	-	-	5,100	(20)	-	-	-	1,506	(61)	6,524
<b>Transactions recorded directly in equity</b>												
Exercise of share options	-	-	-	-	38	-	-	-	-	-	-	38
Purchase of treasury shares	-	-	-	(6)	(503)	-	-	-	-	-	-	(6)
Dividend	-	-	-	-	-	-	-	-	-	-	-	(503)
Share based payment	-	-	-	-	-	-	-	36	-	-	-	36
Transfer to SEZ reinvestment reserve	-	-	-	-	(650)	-	650	-	-	-	-	-
Transfer from SEZ reinvestment reserve	-	-	-	-	650	-	(650)	-	-	-	-	-
Lease transfer	-	261	-	-	-	-	-	-	-	-	-	261
Impact of business combination (refer note 4.3)	-	-	39	-	-	-	-	-	-	-	-	39
<b>Balance as at 31 March 2024</b>	<b>2,167</b>	<b>261</b>	<b>39</b>	<b>(53)</b>	<b>34,361</b>	<b>80</b>	<b>-</b>	<b>690</b>	<b>-</b>	<b>1,073</b>	<b>(61)</b>	<b>38,558</b>
Profit for the year	-	-	-	-	4,962	8	-	-	(64)	(102)	12	4,962
Other comprehensive income, net of tax	-	-	-	-	-	-	-	-	-	-	-	(147)
<b>Total comprehensive income for the year</b>	-	-	-	-	4,962	8	-	-	(64)	(102)	12	4,815
<b>Transactions recorded directly in equity</b>												
Loss of the Trust	-	-	-	-	(1)	-	-	-	-	-	-	(1)
Exercise of share options	270	-	-	-	(503)	-	-	(270)	-	-	-	-
Dividend	-	-	-	-	-	-	-	-	-	-	-	(503)
Share based payment	-	-	-	-	-	-	-	373	-	-	-	373
Transfer to SEZ reinvestment reserve	-	-	-	-	(360)	-	360	-	-	-	-	-
Transfer from SEZ reinvestment reserve	-	-	-	-	360	-	(360)	-	-	-	-	-
<b>Balance as at 31 March 2025</b>	<b>2,437</b>	<b>261</b>	<b>39</b>	<b>(53)</b>	<b>38,820</b>	<b>88</b>	<b>-</b>	<b>793</b>	<b>(64)</b>	<b>971</b>	<b>(49)</b>	<b>43,243</b>

\* Less than Rs. 0.5 million.

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached

for and on behalf of the Board of Directors of Syngene International Limited

for BSR &amp; Co. LLP

Chartered Accountants

Firm registration number: 101248WW-100022

GPrakash  
Partner

Membership number: 099696

Kiran Mazumdar Shaw  
Chairperson  
DIN: 00347229Peter Bains  
Managing Director & Chief Executive Officer  
DIN: 00430937Deepak Jain  
Chief Financial OfficerPriyadarshini Mahapatra  
Company Secretary  
FCS Number: F8786Bengaluru  
Date: 23 April 2025Bengaluru  
Date: 23 April 2025

# Consolidated Statement of Cash Flows

for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

	Year ended 31 March 2025	Year ended 31 March 2024
<b>I Cash flows from operating activities</b>		
Profit for the year	4,962	5,100
Adjustments to reconcile profit before tax to net cash flows		
Depreciation and amortisation expense	4,326	4,259
Gain on remeasurement of lease	(32)	-
Loss on assets scrapped	26	25
Provision for doubtful receivables	49	49
Bad debts written off	30	6
Share based compensation expense	373	5
Interest expense	531	451
Unrealised foreign exchange loss/(gain)	37	(36)
Net gain on sale of current investments	(159)	(144)
Interest income	(512)	(603)
Interest on Income Tax Refund	(47)	(158)
Provision on inventory obsolescence	88	253
Reversal of inventory provisions due to change in accounting estimate	-	(203)
Tax expenses	1,636	1,108
<b>Operating profit before working capital changes</b>	<b>11,308</b>	<b>10,112</b>
<b>Movements in working capital</b>		
Decrease/ (increase) in inventories	743	893
Decrease/ (increase) in trade receivables	(939)	867
Decrease/ (increase) in other assets	(126)	826
Increase/ (decrease) in trade payables, other liabilities and provisions	1,843	(1,026)
<b>Cash generated from operations</b>	<b>12,829</b>	<b>11,672</b>
Income taxes paid (net of refunds)	(1,152)	(1,251)
<b>Net cash flow generated from operating activities</b>	<b>11,676</b>	<b>10,421</b>
<b>II Cash flows from investing activities</b>		
Payment for acquisition of business, net of cash acquired	-	(5,532)
Purchase of property, plant and equipment	(7,603)	(4,920)
Sale of property, plant and equipment	-	221
Purchase of other intangible assets	(98)	(188)
Investment in bank deposits and inter corporate deposits	(12,099)	(12,467)
Redemption/ maturity of bank deposits and inter corporate deposits	12,738	17,803
Interest received	503	815
Proceeds from sale of current investments	22,547	27,352
Purchase of current investments	(23,435)	(28,040)
<b>Net cash flow used in investing activities</b>	<b>(7,447)</b>	<b>(4,956)</b>
<b>III Cash flows from financing activities</b>		
Proceeds from issue of equity shares	5	6
Repayment of long term borrowings (including current portion)	(417)	(3,904)
Proceeds/ (repayments) from short term borrowings, net	171	(458)
Lease liabilities paid including interest	(536)	(367)
Dividend paid	(503)	(503)
Interest paid	(138)	(288)
<b>Net cash flow used in financing activities</b>	<b>(1,417)</b>	<b>(5,514)</b>
<b>IV Net increase/(decrease) in cash and cash equivalents (I+II+III)</b>	<b>2,812</b>	<b>(49)</b>

# Consolidated Statement of Cash Flows

for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

	Year ended 31 March 2025	Year ended 31 March 2024
<b>V Effect of exchange difference on cash and cash equivalents held in foreign currency</b>	3	11
<b>VI Cash and cash equivalents at the beginning of the year</b>	857	895
<b>VII Cash and cash equivalents at the end of the year (IV+V+VI)</b>	<b>3,671</b>	<b>857</b>
Components of cash and cash equivalents as at the end of the year		
Cash on hand	—*	—*
Balances with banks	2,816	857
Deposits with maturity of less than 3 months	855	—
<b>Total cash and cash equivalents [refer note 11(a)]</b>	<b>3,671</b>	<b>857</b>
Restricted cash balance [refer note 11(ii)]	1	1

\* Less than Rs. 0.5 million.

## Change in liability arising from financing activities

	1 April 2024	Cash Flow	Non cash movement	31 March 2025
Borrowings (including current maturities)	1,417	(246)	25	1,196
Lease liability (including current)	4,136	(536)	983	4,584
	<b>5,553</b>	<b>(782)</b>	<b>1,008</b>	<b>5,780</b>

	1 April 2023	Cash Flow	Non cash movement	31 March 2024
Borrowings (including current maturities)	5,753	(4,356)	20	1,417
Lease liability (including current)	2,398	(367)	2,104	4,136
	<b>8,151</b>	<b>(4,723)</b>	<b>2,124</b>	<b>5,553</b>

Note: a) Statement of Cash Flows has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows".

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached

for **B S R & Co. LLP**

Chartered Accountants

Firm registration number: 101248W/W-100022

**G Prakash**

Partner

Membership number: 099696

Bengaluru

Date: 23 April 2025

for and on behalf of the Board of Directors of Syngene International Limited

**Kiran Mazumdar Shaw**

Chairperson

DIN: 00347229

**Deepak Jain**

Chief Financial Officer

Bengaluru

Date: 23 April 2025

**Peter Bains**

Managing Director &amp; Chief Executive Officer

DIN: 00430937

**Priyadarshini Mahapatra**

Company Secretary

FCS Number: F8786

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## 1. Company Overview

### 1.1 Reporting entity

Syngene International Limited ("Syngene" or "the parent company" or "the Company"), together with its subsidiary (collectively, the "Group") is engaged in providing contract research and manufacturing services from lead generation to clinical supplies to pharmaceutical and biotechnology companies worldwide. Syngene's services include integrated drug discovery and development capabilities in medicinal chemistry, biology, in vivo pharmacology, toxicology, custom synthesis, process R&D, cGMP manufacturing, formulation and analytical development along with Clinical development services. The Company is a public limited company incorporated and domiciled in India and has its registered office in Bengaluru, Karnataka, India. The Company's shares are listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE) in India.

### 1.2 Basis of preparation of financial statements

#### a) Statement of compliance

The consolidated 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 Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The Company had incorporated its wholly owned overseas subsidiary, Syngene USA Inc., USA ('the Subsidiary') during the year ended 31 March 2018 and operational from 1st November 2017. Further, the Company incorporated two new entities i.e. Syngene Scientific Solutions Limited and Syngene Manufacturing Solutions Limited, operational from 10th August 2022 and 26th August 2022, respectively. Both the entities are wholly owned subsidiaries of the Company.

These consolidated financial statements have been prepared for the Group as a going concern on the basis of relevant Ind AS that are effective at the Company's annual reporting date, 31 March 2025. These consolidated financial statements were authorised for issuance by the Company's Board of Directors on 23 April 2025.

Details of the Group's material accounting policies are included in Note 2.

#### b) Functional and presentation currency

These consolidated financial statements are presented in Indian rupees (INR), which is also the functional currency of the parent company. All amounts have been rounded-off to the nearest million, unless otherwise indicated. In respect of subsidiaries whose operations are self-contained and integrated, the functional currency has been determined to be the currency of the primary economic environment in which the entity operates. Accordingly, the financial statements of subsidiaries are presented in INR except that of Syngene USA Inc. which are prepared in United States Dollar (USD).

#### c) Current/non-current distinction

An entity shall classify an asset as current when:

- (a) it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle
- (b) it holds the asset primarily for the purpose of trading
- (c) it expects to realise the asset within twelve months after the reporting period or
- (d) the asset is cash or a cash equivalent (as defined in Ind AS 7, Statement of Cash Flows) unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets shall be classified as non-current.

An entity shall classify a liability as current when:

- (a) it expects to settle the liability in its normal operating cycle
- (b) it holds the liability primarily for the purpose of trading
- (c) the liability is due to be settled within twelve months after the reporting period or
- (d) it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities shall be classified as non-current.

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

The operating cycle of an entity is the time between the acquisition of assets for processing and their realisation in the form of cash or cash equivalents. Where the entity's normal operating cycle is not clearly identifiable, its duration is assumed to be 12 months.

## d) Basis of measurement

These consolidated financial statements have been prepared on the historical cost basis (i.e. on accrual basis), except for the following items:

- Certain financial assets and liabilities (including derivative instruments) are measured at fair value;
- Net defined benefit assets/(liability) are measured at fair value of plan assets, less present value of defined benefit obligations;

## e) Use of estimates and judgements

The preparation of the consolidated financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the consolidated financial statements in the period in which changes are made and their effects are disclosed in the notes to the consolidated financial statements.

### Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements is included in the following notes:

- Note 2(c) and 28 — Financial instruments;
- Note 2(d), 2(e) and 2(f) — Useful lives of property, plant and equipment, investment property and other intangible assets;
- Note 2(g) and 43 — Business Combination
- Note 2(l) and 18 — Revenue Recognition: whether revenue from sale of compounds is recognised over time or at a point in time;
- Note 2(o), 30 and 31 — Provision for income taxes and related tax contingencies;
- Note 2(q) and 35 — Leases;

## 1.3 Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a potentially significant impact in the year ended 31 March 2025 is included in the following notes:

- Note 2(i)(i) and 28 — impairment of financial assets;
- Note 2(i)(ii) — impairment of non-financial assets;
- Note 2(j) and 27 — measurement of defined benefit obligations: key actuarial assumptions;
- Note 7 and 30 — recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used; and
- Note 14 and 31 — recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.
- Note 34 — share based payments.

## 1.4 Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).



# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

The Group has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values.

The Group regularly reviews significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 2(c) and 28 – financial instruments;
- Note 3(c) – investment property; and
- Note 34 – share based payments;

## 2 Material accounting policies

### a. Basis of consolidation

#### i. Subsidiary

Subsidiary is entity controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The financial statements of the Group are consolidated on line-by-line basis. Intra-group transactions, balances and any unrealised gains arising from intra-group transactions, are eliminated. Unrealised losses are eliminated, but only to the extent that there is no evidence of impairment. All temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions are recognised as per Ind AS 12, Income Taxes.

For the purpose of preparing these consolidated financial statements, the accounting policies of subsidiaries have been kept consistent with the policies adopted by the Group.

#### Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.

Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

#### ii. Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in statement of profit or loss.

### b. Foreign currency

#### i. Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currencies of companies at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in statement of profit or loss, except exchange differences arising from the translation of the qualifying cash flow hedges to the extent that the hedges are effective which are recognised in OCI.

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

Under previous GAAP exchange differences arising on restatement of long-term foreign currency monetary items related to acquisition of depreciable assets was added to/ deducted from the cost of the depreciable assets. In accordance with Ind AS 101 First time adoption of Indian Accounting Standards the Group continues the above accounting treatment in respect of the long-term foreign currency monetary items recognised in the financial statements as on 31 March 2016.

## ii. Foreign operations

The assets and liabilities of foreign operations (subsidiary) including goodwill and fair value adjustments arising on acquisition, are translated into INR, the functional currency of the Group, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Foreign currency translation differences are recognised in OCI and accumulated in equity (as exchange differences on translating the financial statements of a foreign operation), except to the extent that the exchange differences are allocated to NCI.

## c. Financial instruments

### i. Recognition and initial measurement

Trade receivables are initially recognised when they are originated and are measured at the transaction price. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

### ii. Classification and subsequent measurement

#### Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVOCI – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss to retained earnings. Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

## Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in statement of profit and loss. However, see Note 28 for derivatives designated as hedging instruments.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in statement of profit and loss. Any gain or loss on derecognition is recognised in statement of profit and loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in statement of profit and loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to statement of profit and loss.

## Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in statement of profit and loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses classifiable as borrowing costs in accordance with Ind AS 23, "Borrowing Costs" are recognised in statement of profit and loss. Any gain or loss on derecognition is also recognised in statement of profit and loss.

## iii. Derecognition

### Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

### Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in statement of profit and loss.

## iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## v. Derivative financial instruments and hedge accounting

The Group holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in statement of profit and loss.

The Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in foreign exchange rates and interest rates.

At inception of designated hedging relationships, the Group documents the risk management objective and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

### Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in other equity under 'effective portion of cash flow hedges'. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in statement of profit and loss.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in other equity remains there until, for a hedge of a transaction resulting in recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to profit or loss in the same period or periods as the hedged expected future cash flows affect profit or loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to statement of profit and loss.

## vi. Treasury shares

The Group has created an Employee Welfare Trust (EWT) for providing share-based payment to its employees. Own equity instruments that are acquired (treasury shares) are recognised at cost and deducted from equity. When the treasury shares are issued to the employees by EWT, the amount received is recognised as an increase in equity and the resultant gain / (loss) is transferred to / from securities premium.

The Group has adopted the policy to account for Employees Welfare Trust as a legal entity separate from the Company but as a subsidiary of the Company. Any loan from the Company to the trust is accounted for as a loan in accordance with its term.

## vii. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

### Cash dividend to equity holders

The Group recognises a liability to make cash distribution to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity. Interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

## d. Property, plant and equipment

### i. Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. The cost of a self-constructed item of property, plant and equipment comprises its purchase price including import duty and non-refundable taxes or levies, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

## Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

Expenditure incurred on startup and commissioning of the project and/or substantial expansion, including the expenditure incurred on trial runs (net of trial run receipts, if any) up to the date of commencement of commercial production are capitalised.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit and loss.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Advances paid towards acquisition of property, plant and equipment outstanding at each Balance Sheet date, are shown under other non-current assets and cost of assets not ready for intended use before the year end, are shown as capital work-in-progress.

### ii. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method. Freehold land and land under perpetual lease are not depreciated.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Asset	Asset classification	Management estimate of useful life	Useful life as per Schedule II
Building	Building	25-30 years	30 years
Plant and equipment (including electrical installation and laboratory equipment)	Plant and equipment	9-14 years	8-20 years
Computers and servers	Plant and equipment	3 years	3-6 years
Office equipment	Office equipment	3 years	5 years
Furniture and fixtures	Furniture and fixtures	6 years	10 years
Vehicles	Vehicles	6 years	6-10 years
Leasehold improvements	Building or Plant and equipment	Useful life or lease period whichever is lower	

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions/(disposals) is provided on a pro-rata basis i.e. from/(upto) the date on which asset is ready for use/(disposed of).

### iii. Reclassification to investment property

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

### e. Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Based on technical evaluation and consequent advice, the management believes a period of 3 to 25 years as representing the best estimate of the period over which investment property (which are quite similar) are expected to be used. Accordingly, the Group depreciates investment property over a period of 3 to 25 years on a straight-line basis. The estimated useful life of assets in investment property are different from the indicative useful lives of relevant type of asset mentioned in Part C of Schedule II to the act as follows:

Asset	Management estimate of useful life	Useful life as per Schedule II
Building	25 years	30 years
Plant and equipment (including electrical installation and laboratory equipment)	9-11 years	8-20 years
Computers	3 years	3-6 years
Office equipment	3 years	5 years
Furniture and fixtures	6 years	10 years

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

Any gain or loss on disposal of an investment property is recognised in statement of profit and loss.

## f. Other intangible assets

### Internally generated: Research and Development:

Expenditure on research activities is recognised in statement of profit and loss as incurred.

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in statement of profit and loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment losses.

### Others

Other intangible assets are initially measured at cost. Subsequently, such intangible assets are measured at cost less accumulated amortisation and any accumulated impairment losses.

#### i. Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on brands, is recognised in statement of profit and loss as incurred.

#### ii. Amortisation

Intangible assets are amortised on a straight line basis over the estimated useful life as follows:

— Computer software	5 years
— Intellectual property right	5-10 years

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

## g. Business combination

In accordance with Ind AS 103, Business combinations, the Group accounts for business combinations after acquisition date using the acquisition method when control is transferred to the Group. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent consideration and deferred consideration, if any. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in OCI and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred.

## h. Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the first-in first-out formula, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of fixed production overheads based on normal operating capacity. Provisions are made towards slow-moving and obsolete items based on historical experience of utilisation.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

Chemicals, reagents and consumables held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

## i. Impairment

### i. Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets measured at amortised cost.



## Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime expected credit losses. For all other financial assets, ECL are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

Loss allowance for financial assets measured at amortised cost are deducted from gross carrying amount of the assets. The amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date is recognised as an impairment gain or loss in the Statement of Profit and Loss.

### ii. Impairment of non-financial assets

The Group assess at each reporting date whether there is any indication that the carrying amount may not be recoverable. If any such indication exists, then the asset's recoverable amount is estimated and an impairment loss is recognised if the carrying amount of an asset or cash-generating unit (CGU) exceeds its estimated recoverable amount in the statement of profit and loss.

The recoverable amount of a CGU (or an individual asset) is higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flow, discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to CGU (or the asset).

The Group's non-financial assets, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or groups of CGUs) on a pro rata basis.

An impairment loss in respect of assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

## j. Employee benefits

### i. Short-term employee benefits

All employee benefits falling due within twelve months from the end of the period in which the employees render the related services are classified as short-term employee benefits, which include benefits like salaries, wages, short term compensated absences, performance incentives, etc. and are recognised as expenses in the period in which the employee renders the related service and measured accordingly.

### ii. Post-employment benefits:

Post-employment benefit plans are classified into defined benefits plans and defined contribution plans as under:

#### Gratuity

The Company provides for gratuity, a defined benefit plan ("the Gratuity Plan") covering the eligible employees of the Group. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of the employment with the Group.

Liability with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method.

The Group recognises the net obligation of a defined benefit plan as a liability in its balance sheet. Gains or losses through re-measurement of the net defined benefit liability are recognised in other comprehensive income and are not reclassified to profit and loss in the subsequent periods. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognised in other comprehensive income. The effect of any plan amendments are recognised in the statement of profit and loss.

#### Provident Fund

Eligible employees of the Group receive benefits from provident fund, which is a defined contribution plan. Both the eligible employees and the Group make monthly contributions to the Government administered provident fund scheme equal to a specified percentage of the eligible employee's salary. Amounts collected under the provident fund plan are deposited with in a Government administered provident fund. The Group has no further obligation to the plan beyond its monthly contributions. The Group's contribution to the provident fund is charged to Statement of Profit and Loss.

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## iii. Compensated absences

The Group has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using the projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognised in the period in which the absences occur.

The liability in respect of all defined benefit plans and other long term benefits is accrued in the books of account on the basis of actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

Remeasurement gains and losses on other long term benefits are recognised in the Statement of Profit and Loss in the year in which they arise. Remeasurement gains and losses in respect of all defined benefit plans arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in other equity in the Statement of Changes in Equity and in the Balance Sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs. Any differential between the plan assets (for a funded defined benefit plan) and the defined benefit obligation as per actuarial valuation is recognised as a liability if it is a deficit or as an asset if it is a surplus (to the extent of the lower of present value of any economic benefits available in the form of refunds from the plan or reduction in future contribution to the plan).

Past service cost is recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the average period until the benefits become vested. To the extent that the benefits are already vested immediately following the introduction of, or changes to, a defined benefit plan, the past service cost is recognised immediately in the Statement of Profit and Loss. Past service cost may be either positive (where benefits are introduced or improved) or negative (where existing benefits are reduced).

## iv. Share-based compensation

The grant date fair value of equity settled share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date. The grant date fair value of options granted (net of estimated forfeiture) to employees of the Group is recognised as an employee expense.

The expense is recorded for each separately vesting portion of the award as if the award was, in substance, multiple awards. The increase in equity recognised in connection with share based payment transaction is presented as a separate component in equity under "share based payment reserve". The amount recognised as an expense is adjusted to reflect the actual number of stock options that vest. For the option awards, grant date fair value is determined under the option-pricing model (Black-Scholes-Merton). Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures materially differ from those estimates.

## k. Provisions (other than for employee benefits)

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

## Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Group from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Group recognises any impairment loss on the assets associated with that contract.

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## I. Revenue recognition:

### i. Contract research and manufacturing services income

The Group derives revenues primarily from Contract research and manufacturing services income. Revenue is recognised upon transfer of control of promised services or compounds to customers in an amount that reflects the consideration we expect to receive in exchange for those services or compounds.

Arrangement with customers for Contract research and manufacturing services income are either on a time-and-material basis or fixed price.

In respect of contracts involving research services, in case of 'time and materials' contracts, contract research fee are recognised as services are rendered, in accordance with the terms of the contracts. Revenue from contracts are recorded net of allowances for estimated rebates and cash discounts, as per contractual terms.

Revenues relating to fixed price contracts are recognised based on the milestones completion and for manufacturing services (large molecules) revenue is recognised based on the percentage of completion method determined based on cost incurred as a proportion to total estimated cost. The Group monitors estimates of total contract revenue and cost on a routine basis throughout the contract period. The cumulative impact of any change in estimates of the contract revenue or costs is reflected in the period in which the changes become known. In the event that a loss is anticipated on a particular contract, provision is made for the estimated loss.

In respect of contracts involving sale of compounds arising out of contract research, revenue is recognised when a promise in a customer contract (performance obligation) has been satisfied by transferring control over the promised goods to the customer. Control over a promised good refers to the ability to direct the use of, and obtain substantially all of the remaining benefits from, those goods. Control is usually transferred upon shipment to the customer/ customer's acceptance. The amount of revenue to be recognised (transaction price) is based on the consideration expected to be received in exchange for goods, excluding amounts collected on behalf of third parties such as sales tax or other taxes directly linked to sales. If a contract contains more than one performance obligation, the transaction price is allocated to each performance obligation based on their relative stand-alone selling prices. Revenue from such sales are recorded net of allowances for estimated rebates, cash discounts and estimates of product returns, all of which are established at the time of sale.

The consideration received by the Group in exchange for its goods may be fixed or variable. Variable consideration is only recognised when it is considered highly probable that a significant revenue reversal will not occur once the underlying uncertainty related to variable consideration is subsequently resolved.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

The Group collects Goods and service tax, (GST) as applicable, on behalf of the Government and, therefore, it is not an economic benefit flowing to the Group. Hence, it is excluded from revenue.

### ii. Rental income

Rental income from investment property is recognised in statement of profit and loss on a straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.

### iii. Contribution received from customers towards property, plant and equipment

Contributions received from customers towards items of property, plant and equipment which require an obligation to supply services to the customer in the future, are recognised as a credit to deferred revenue. The contribution received is recognised as revenue from operations over the useful life of the assets. The Group capitalises the gross cost of these assets as the Group controls these assets.

### iv. Dividends

Dividend is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

### v. Interest Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## m. Government grants

The Group recognises Government grants only at their fair value when there is reasonable assurance that the conditions attached to them will be complied with, and the grants will be received. Government grants received in relation to assets are recognised as deferred income and amortised over the useful life of such asset. Grants related to income are recognised in statement of profit and loss as other operating revenues or deducted in reporting the related expense based on the terms of the grant, as applicable.

## n. Foreign currency Transactions and translations:

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at balance sheet date exchange rates are generally recognised in Statement of Profit and Loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets such as equity investments classified as FVOCI are recognised in other comprehensive income (OCI).

## o. Income taxes

Income tax comprises current and deferred income tax. Income tax expense is recognised in statement of profit and loss except to the extent that it relates to an item recognised directly in equity in which case it is recognised in other comprehensive income. Current income tax for current year and prior periods is recognised at the amount expected to be paid or recovered from the tax authorities, using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Provision for income tax includes the impact of provisions established for uncertain income tax positions.

Tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

Minimum Alternative Tax ('MAT') under the provisions of the Income-tax Act, 1961 is recognised as current tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the group will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

Deferred income tax assets and liabilities are recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements except when:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of transaction;
- temporary differences related to investments in subsidiary, associate and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets (DTA) include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability.

Deferred income tax assets and liabilities are measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as income or expense in the period that includes the enactment or substantive enactment date. A deferred income tax assets is recognised to the extent it is probable that future taxable income will be available against which the deductible temporary timing differences and tax losses can be utilised. The Group offsets income-tax assets and liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

## p. Borrowing cost

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

## q. Leases

### (i) The Group as lessee:

The Group assesses whether a contract contains a lease, at the inception of contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control use of an identified asset, the Group assesses whether:

- The contract involves use of an identified asset
- The Group has substantially all the economic benefits from the use of the asset through the period of lease
- The Group has the right to direct the use of an asset.

At the date of commencement of lease, the Group recognises a Right-of-use assets ("ROU") and a corresponding liability for all lease arrangements in which it is a lessee, except for leases with the term of twelve months or less (short term leases) and low value leases. For short term and low value lease, the Group recognises the lease payment as an operating expense on straight line basis over the term of lease.

Certain lease agreements include an option to extend or terminate the lease before the end of lease term. ROU assets and the lease liabilities includes these options when it is reasonably certain that they will be exercised.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right-of-use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e., higher of fair value less cost to sell and the value-in-use) is determined on individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate explicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right-of-use assets if the Group changes its assessment of whether it will exercise an extension or a termination of option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and the lease payments have been classified as financing cash flows.

### (ii) The Group as a Lessor:

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risk and rewards of ownership to the lessee, the contract is classified as finance lease. All other leases are classified as operating lease.

## r. Earnings per share

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period adjusted for treasury shares held and vested employee stock options (ESOPs). Diluted earnings per share is computed using the weighted-average number of equity and dilutive equivalent shares outstanding during the period, using the treasury stock method for options and warrants, except where the results would be anti-dilutive.

## s. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

## t. Exceptional items

Exceptional items refer to items of income or expense within the statement of profit and loss from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Group.

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## 3 (a) Property, plant and equipment and Capital work-in-progress

	Land	Buildings	Plant and equipment	Office equipments	Furniture and fixtures	Vehicles	Total	Capital work-in-progress
<b>Gross carrying amount</b>								
At 1 April 2023	703	6,787	32,865	193	951	27	41,526	1,769
Additions	434	184	3,216	2	95	19	3,950	10,548
Disposals / other adjustments	-	(7)	(1,442)	(9)	(38)	(5)	(1,501)	(3,950)
<b>At 31 March 2024</b>	<b>1,137</b>	<b>6,964</b>	<b>34,639</b>	<b>186</b>	<b>1,008</b>	<b>41</b>	<b>43,975</b>	<b>8,368</b>
Additions	315	133	2,661	7	53	-	3,169	7,479
Disposals / other adjustments	-	-	(620)	(3)	(2)	(11)	(636)	(3,233)
<b>At 31 March 2025</b>	<b>1,452</b>	<b>7,097</b>	<b>36,680</b>	<b>190</b>	<b>1,059</b>	<b>30</b>	<b>46,508</b>	<b>12,614</b>
<b>Accumulated depreciation</b>								
At 1 April 2023	-	1,506	15,473	183	515	13	17,692	-
Depreciation for the year	-	273	3,353	9	121	6	3,762	-
Disposals	-	(4)	(1,212)	(9)	(37)	(1)	(1,262)	-
<b>At 31 March 2024</b>	<b>-</b>	<b>1,775</b>	<b>17,614</b>	<b>183</b>	<b>599</b>	<b>18</b>	<b>20,192</b>	<b>-</b>
Depreciation for the year	-	280	3,294	3	122	5	3,703	-
Disposals	-	-	(601)	(3)	(2)	(7)	(613)	-
<b>At 31 March 2025</b>	<b>-</b>	<b>2,055</b>	<b>20,307</b>	<b>183</b>	<b>719</b>	<b>16</b>	<b>23,282</b>	<b>-</b>
<b>Net carrying amount</b>								
At 31 March 2024	1,137	5,189	17,025	4	410	22	23,783	8,368
<b>At 31 March 2025</b>	<b>1,452</b>	<b>5,042</b>	<b>16,374</b>	<b>7</b>	<b>341</b>	<b>14</b>	<b>23,226</b>	<b>12,614</b>

Notes:

- Land includes land held on lease under perpetual basis: Gross carrying amount - Rs. 661 (31 March 2024- Rs. 661).
- Buildings with a gross carrying amount of Rs. 4,394 as at 31 March 2025 (as at 31 March 2024 - Rs. 4,312) have been constructed on leasehold land obtained by the Group on lease basis from Biocon Limited, the holding Company.
- Plant and equipment includes computers.
- Additions to property, plant and equipment includes additions related to borrowing cost amounting to Rs. Nil (31 March 2024 - Rs. 3).
- Refer note 13(i) for secured borrowings obtained for Property, plant and equipment.
- Refer note 31 (ii) for disclosure of contractual commitments for the acquisition of property, plant and equipment and capital work-in-progress.
- The Company's business expanded into manufacturing during the year ended 2024, and following a technical evaluation, it revised the estimated useful life of its manufacturing assets, which include Plant and Machinery and Equipment, effective from April 1, 2024.  
As a result of this change in accounting estimate, the depreciation expense for these assets has decreased by INR 206 million for the year ended March 31, 2025.
- Additions to Land and Capital work-in-progress includes assets acquired from Emergent Manufacturing Operations Baltimore, LLC (a subsidiary of Emergent BioSolutions Inc.) (Refer note 44).

## Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

### 3 (a) Capital work-in-progress aging schedule:

31 March 2025	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	5,453	7,029	97	35	12,614
	5,453	7,029	97	35	12,614

31 March 2024	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	8,203	112	50	3	8,368
	8,203	112	50	3	8,368

(i) There are no capital work-in-progress whose completion has exceeded its cost compared to its original plan as on 31 March 2025 and as on 31 March 2024.

(ii) Capital work-in-progress whose completion is overdue to its original plan:

31 March 2025	Less than 1 year	1-2 years	2-3 years	More than 3 years	Expected Capitalisation date
Project 3	13	3	40	33	31 January 2026

31 March 2024	Less than 1 year	1-2 years	2-3 years	More than 3 years	Expected Capitalisation date
Project 3	3	40	33	-	31 March 2025
Project 4	97	1	-	-	31 March 2025
Project 5	502	21	-	-	31 October 2024

### 3 (b) Right-of-use assets

	Land	Buildings	Vehicles	Total
<b>Gross carrying amount</b>				
At 1 April 2023	367	2,242	65	2,674
Additions	-	3,757	30	3,787
Deletions	-	(1,757)	(8)	(1,765)
At 31 March 2024	367	4,242	87	4,696
Additions	-	764	-	764
Deletions	-	(497)	(23)	(520)
At 31 March 2025	367	4,509	64	4,940
<b>Accumulated depreciation</b>				
At 1 April 2023	98	389	19	505
Depreciation for the year	28	295	24	347
Deletions	-	(175)	(5)	(180)
At 31 March 2024	125	509	38	672
Depreciation for the year	-	442	22	464
Deletions	-	(368)	(20)	(388)
At 31 March 2025	125	583	40	748
<b>Net carrying amount</b>				
At 31 March 2024	242	3,733	49	4,024
At 31 March 2025	242	3,926	24	4,192



## Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

### 3 (c) Investment property

	Buildings [refer note (b)]	Furniture and fixtures	Office equipments	Plant and equipment	Total
<b>Gross carrying amount</b>					
At 1 April 2023	146	58	4	566	774
Additions	-	-	0	1	1
At 31 March 2024	146	58	4	567	775
Additions	-	-	0		0
At 31 March 2025	146	58	4	567	775
<b>Accumulated depreciation</b>					
At 1 April 2023	15	13	3	263	293
Depreciation for the year	6	10	1	54	71
At 31 March 2024	21	23	4	317	364
Depreciation for the year	6	8	1	53	68
At 31 March 2025	27	31	5	370	432
<b>Net carrying amount</b>					
At 31 March 2024	125	35	0	250	411
At 31 March 2025	119	27	(1)	197	343

Particulars	31 March 2025	31 March 2024
Rental Income (Refer Note 18 "Other Operating Revenue")	319	278
Other Operating Income (Refer Note 18 "Other Operating Revenue")	90	68
Direct Operating Expenses (including repairs and maintenance) from property that generated rental income (Refer Note 25 "Other Expense")	(84)	(64)
<b>Profit from investments before depreciation</b>	<b>325</b>	<b>282</b>
Depreciation pertaining to property which generated rental income (Refer Note 24 "Depreciation")	(38)	(39)
Depreciation pertaining to property which did not generate rental income (Refer Note 24 "Depreciation")	(30)	(32)
<b>Profit from Investment Properties</b>	<b>257</b>	<b>212</b>

**Note:**

- Investment property with a gross carrying amount of Rs.146 (31 March 2024 : Rs. 146) have been constructed on leasehold land obtained by the Group on lease basis from Biocon Limited.
- Refer note 31 (ii) for disclosure of contractual commitments for the acquisition of investment property.
- The fair value of investment property is Rs.343 (31 March 2024: Rs 411) based on market observable data. The Group has not engaged any registered valuer for determining the fair value.
- The fair value measurement for investment property has been categorised as a level 3.

### 4 (a) Other intangible assets

	Computer software	Intellectual property right	Total
<b>Gross carrying amount</b>			
At 1 April 2023	495	120	615
Additions	176	-	176
Disposals	(1)	-	-1
At 31 March 2024	670	120	790
Additions	64	-	64
Disposals	(7)	-	(7)
At 31 March 2025	727	120	847

## Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

	Computer software	Intellectual property right	Total
<b>Accumulated amortisation</b>			
At 1 April 2023	310	120	430
Amortisation for the year	79	-	79
Disposals	(1)	-	(1)
<b>At 31 March 2024</b>	<b>388</b>	<b>120</b>	<b>508</b>
Amortisation for the year	89	-	89
Disposals	(6)	-	(6)
<b>At 31 March 2025</b>	<b>471</b>	<b>120</b>	<b>591</b>
<b>Net carrying amount</b>			
At 31 March 2024	282	-	282
At 31 March 2025	256	-	256

(a) Refer note 31 (ii) for disclosure of contractual commitments for the acquisition of intangible assets.

### 4 (b) Intangible assets under development

Particulars	Total
<b>Carrying amount</b>	
At 1 April 2023	-
Additions	61
Disposals	(48)
<b>At 31 March 2024</b>	<b>13</b>
Additions	34
Disposals	-
<b>At 31 March 2025</b>	<b>47</b>

### 5. Investments

	31 March 2025	31 March 2024
<b>(a) Non-current investments</b>		
<b>Unquoted equity instruments carried at fair value through other comprehensive income:</b>		
2,020 (31 March 2024: 2,020) Equity shares of Rs. 10 each in Immuneel Therapeutics Private Limited [refer note(i) below]	247	229
4,922,663 (31 March 2024: 4,922,663) Equity shares of Rs. 10 each in HR Kaveri Private Limited	49	49
<b>Unquoted - In Others</b>		
<b>Investments carried at fair value through profit or loss</b>		
123,204 (31 March 2024: 123,204) Equity shares of Rs. 100 each in Four EF Renewables Private Limited	12	12
246,406 (31 March 2024: 246,406) Compulsory convertible preference shares of Rs. 100 each in Four EF Renewables Private Limited [refer note(ii) below]	25	25
858,000 (31 March 2024: 858,000) Equity shares of Rs. 10 each in O2 Renewable Energy II Private Limited	9	9
0.01% 20,020 (31 March 2024: 20,020) Compulsory convertible debentures of Rs. 1,000 each in O2 Renewable Energy II Private Limited [refer note(iii) below]	20	20
1,333,333 (31 March 2024: 1,333,333) Equity shares of Rs. 10 each in Ampyr Renewable Energy Resources Private Limited	13	13
2,666,667 (31 March 2024: 2,666,667) Compulsory convertible preference shares of Rs. 10 each in Ampyr Renewable Energy Resources Private Limited [refer note(iv) below]	27	27
Less: Diminution in the value of investments	(40)	(40)
<b>Unquoted - In Others</b>		
Inter corporate deposits with financial institutions *	-	3
	<b>362</b>	<b>347</b>
<b>Aggregate value of unquoted investments</b>	<b>362</b>	<b>347</b>

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

Note:

- (i) In the year ended 31 March 2021, the Group invested Rs. 100 in Immuneel Therapeutics Private Limited (Immuneel). In the year ended 31 March 2022, additional funding from external investors were received by Immuneel resulting in a dilution of the Group's equity interest. The gain on fair valuation from Rs. 100 to Rs. 214 was recognised in other comprehensive income. During the year ended 31 March 2023, the Group, based on fair valuation recorded a fair value increase in its investment carrying value by Rs. 109. During the year ended 31 March 2024, the Group based on a fair valuation recorded a fair value decrease in its investment carrying value by Rs. 94. During the year ended 31 March 2025, the Company, based on fair valuation recorded a fair value increase in its investment carrying value by Rs. 18
- (ii) Terms of conversion: 1 compulsory convertible preference share of face value Rs. 100/- each will convert to 1 equity share of face value Rs. 100/- at end of the tenure of 20 years from allotment.
- (iii) Terms of conversion: 1 compulsory convertible debentures of face value Rs. 1000/- each will convert to 1 equity share of face value Rs. 100/- at end of the tenure of 20 years from allotment.
- (iv) Terms of conversion: 1 compulsory convertible preference share of face value Rs. 10/- each will convert to 1 equity share of face value Rs. 10/- at end of the tenure of 20 years from allotment.

\* Inter corporate deposits with financial institutions yield fixed interest rate.

	31 March 2025	31 March 2024
<b>(b) Current investments</b>		
Quoted - Investment in mutual funds at fair value through profit or Loss	3,355	2,308
<b>Unquoted - In others - at amortised cost</b>		
Inter corporate deposits with financial institutions*	2,750	2,824
	<b>6,105</b>	<b>5,132</b>
* Inter corporate deposits with financial institutions yield fixed interest rate.		
Aggregate book value of quoted investments	3,258	2,308
Aggregate market value of quoted investments	3,355	2,308
Aggregate value of unquoted investments	2,750	2,824

## 6. Other financial assets

	31 March 2025	31 March 2024
<b>(a) Non-current</b>		
Security deposits	436	382
Bank deposits with maturity of more than 12 months	18	2
	<b>454</b>	<b>384</b>
<b>(b) Current</b>		
Other receivables (refer note 26)	105	40
Interest accrued but not due	139	166
	<b>244</b>	<b>206</b>

## 7. Deferred tax assets (net)

	31 March 2025	31 March 2024
<b>Deferred tax asset</b>		
MAT credit entitlement	1,275	1,572
Employee benefit obligations	209	190
Others	28	64
	<b>1,512</b>	<b>1,826</b>
<b>Deferred tax liability</b>		
Derivatives, net	289	332
Others	-	24
Property, plant and equipment, investment property and other intangible assets, net	930	1,063
	<b>1,218</b>	<b>1,419</b>
Deferred tax assets (net)	<b>295</b>	<b>407</b>

## Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

### 8. Other assets

	31 March 2025	31 March 2024
<b>(a) Non-current</b>		
Capital advances	274	76
Balances with statutory / government authorities	11	15
Prepayments	64	46
	<b>349</b>	<b>137</b>
<b>(b) Current</b>		
Advances other than capital advances	242	398
Balances with statutory / government authorities	800	560
Prepayments	258	164
	<b>1,300</b>	<b>1,122</b>

### 9. Inventories

	31 March 2025	31 March 2024
Chemicals, reagents and consumables	1,354	2,014
Work-in-progress	143	239
Finished goods	58	132
	<b>1,555</b>	<b>2,385</b>

Inventory obsolescence amounted to Rs 128 (31 March 2024: Rs 159) were recognised as an expense during the year and included in 'changes in inventories of finished goods and work-in-progress' in statement of profit and loss.

As the Group's business has now expanded into manufacturing and based on Group's experience, a revised inventory provisioning policy specific to manufacturing has been created with effect from 1 January 2024. Prior to this, the Group was applying its research inventory provisioning policy also to manufacturing. The impact of this change is to reverse inventory provisions created in prior quarters resulting in a net reversal of Rs 203 in the quarter ended 31 March 2024 which is a change in accounting estimate. Under the old policy, the manufacturing inventory provision as at 31 March 2024 would have been higher by Rs 578. Had the Company continued the old policy for manufacturing inventory provisions, there would have been a provision reversal of Rs 225 million for the year ended 31 March 2025 and the reported 'cost of chemicals, reagents and consumables consumed' would have been lower by that extent. For the year ended 31 March 2024, the provision under the old policy (which was revised in the quarter ended 31 March 2024) was higher by Rs 578 million.

### 10. Trade receivables

	31 March 2025	31 March 2024
<b>Unsecured</b>		
Considered good (refer note 26)	5,268	4,416
Considered doubtful	181	132
	<b>5,449</b>	<b>4,548</b>
Allowance for credit losses	(181)	(132)
	<b>5,267</b>	<b>4,416</b>

#### (a) Aging schedule

31 March 2025	Outstanding for following periods from due date of payment					
	Unbilled	Not due	Less than 6 months	6 months – 1 year	1-2 years	Total
Undisputed trade receivables - considered good	1,286	2,891	999	42	50	5,268
Undisputed trade receivables - credit impaired	-	-	101	30	50	181
	<b>1,286</b>	<b>2,891</b>	<b>1,100</b>	<b>72</b>	<b>100</b>	<b>5,449</b>
31 March 2024	Outstanding for following periods from due date of payment					
	Unbilled	Not due	Less than 6 months	6 months – 1 year	1-2 years	Total
Undisputed trade receivables - considered good	744	2,618	877	118	58	4,416
Undisputed trade receivables - credit impaired	-	-	16	58	58	132
	<b>744</b>	<b>2,618</b>	<b>893</b>	<b>176</b>	<b>116</b>	<b>4,548</b>

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

- (b) All trade receivables are current and undisputed.
- (c) Trade receivables outstanding for period above 2 years from due date of payment is Rs. Nil (31 March 2024: Rs. Nil) for the year ended 31 March 2025.
- (d) The Group's exposure to credit and currency risks and loss allowances are disclosed in note 28.

## 11. Cash and bank balances

	31 March 2025	31 March 2024
<b>(a) Cash and cash equivalents</b>		
Cash on hand	-*	-
Balances with banks (on current accounts)	2,816	857
Deposits with original maturity of less than 3 months	854	-
	<b>3,671</b>	<b>857</b>
<b>(b) Bank balances other than above</b>		
Deposits with maturity of less than 12 months	4,199	4,778
<b>Total cash and bank balances</b>	<b>7,869</b>	<b>5,635</b>

\* Less than Rs. 0.5 million.

- (i) The Group has balances with banks (on unpaid dividend account) which are not disclosed above since amounts are rounded off to Rupees million.
- (ii) Cash and cash equivalents includes restricted cash and bank balances of Rs. 1 (31 March 2024: Rs. 1). The restrictions are primarily on account of bank balances held under Employee Welfare Trust.

## 12(a). Equity share capital

	31 March 2025	31 March 2024
<b>Authorised</b>		
500,000,000 (31 March 2024: 500,000,000) equity shares of Rs 10/- each	5,000	5,000
<b>Issued, subscribed and fully paid-up</b>		
402,536,981 (31 March 2024: 402,015,000) equity shares of Rs 10 each (31 March 2024: Rs 10 each)	4,025	4,020
	<b>4,025</b>	<b>4,020</b>

### (i) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity shares	31 March 2025		31 March 2024	
	No.	Rs	No.	Rs
At the beginning of the year	402,015,000	4,020	401,434,500	4,014
Issue of shares [refer note 40]	521,981	5	580,500	6
At the end of the year	<b>402,536,981</b>	<b>4,025</b>	<b>402,015,000</b>	<b>4,020</b>

### (ii) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

### (iii) Details of shares held by holding company and their subsidiaries

Equity shares	31 March 2025		31 March 2024	
	No.	% holding	No.	% holding
Equity shares of Rs. 10 each fully paid				
Biocon Limited (holding company) [includes issue of bonus shares refer note (vi) below]	211,185,608	52.46%	219,185,608	54.52%

## Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

### (iv) Details of shareholders holding more than 5% shares in the Company

Equity shares	31 March 2025		31 March 2024	
	No.	% holding	No.	% holding
Equity shares of Rs 10 each fully paid				
Biocon Limited (holding company) [includes issue of bonus shares refer note (vi) below]	211,185,608	52.46%	219,185,608	54.52%

### (v) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2021	Year ended 31 March 2020
Equity shares allotted as fully paid bonus shares by capitalization of general reserve and surplus in statement of profit and loss [refer note (vi) below]	-	-	-	-	-	200,000,000

### (vi) Issue of bonus shares

The shareholders approved through postal ballot on 13 July 2019, the issue of fully paid up bonus shares of face value of Rs. 10/- each in the ratio of 1:1 by capitalisation of general reserves and surplus in statement of profit and loss.

### (vii) Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option (ESOP) plan of the Company, refer note 34.

### (viii) Shares held by promoters

Promoter Name	At 1 April 2024	Change during the year	At 31 March 2025	% of Total Shares	% change during the year
Kiran Mazumdar Shaw	21,964	-	21,964	0.01%	0.00%
Ravi R Mazumdar	8,806	-	8,806	0.00%	0.00%
Dev Mazumdar	13,686	-	13,686	0.00%	0.00%
Biocon Limited	219,185,608	(8,000,000)	211,185,608	52.46%	-1.99%
Biocon Employee Welfare Trust	1,053,633	-	1,053,633	0.26%	0.00%
	220,283,697	(8,000,000)	212,283,697	52.74%	-1.99%

Promoter Name	At 1 April 2023	Change during the year	At 31 March 2024	% of Total Shares	% change during the year
Kiran Mazumdar Shaw	21,964	-	21,964	0.01%	0.00%
Ravi R Mazumdar	8,806	-	8,806	0.00%	0.00%
Dev Mazumdar	13,686	-	13,686	0.00%	0.00%
Biocon Limited	219,185,608	-	219,185,608	54.52%	0.00%
Biocon Employee Welfare Trust	1,091,447	(37,814)	1,053,633	0.26%	-0.01%
	220,321,511	(37,814)	220,283,697	54.79%	-0.01%

The Company has only one class of equity shares having a par value of Rs. 10 per share.

## 12(b). Other equity

### Securities premium

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## General Reserve

The amount represents surplus in carrying amounts related to leased assets transferred within the Group.

## Capital Reserve

The amount represents surplus of fair value of tangible assets and other balances taken over compared to the purchase price in relation to the acquisition through slump sale of Unit 3 biologics manufacturing facility in Bangalore, India, from Stelis Biopharma Limited (SBL) (refer note 43).

## Retained earnings

The amount represents surplus in statement of profit and loss not transferred to any reserve and can be distributed by the Group as dividends to its equity shareholders. The amount also includes retained earnings of Syngene Employee Welfare Trust.

## Treasury shares

The amount represents cost of own equity instruments that are acquired (treasury shares) by the ESOP trust and is disclosed as a deduction from other equity.

## Re-measurement on defined benefit plans

The amount represents re-measurements of defined benefit plans owing to Actuarial (gain) / loss arising from: Demographic assumptions, Financial assumptions and Experience adjustment along with re-measurement on account of return on plan assets, excluding amounts included in interest expense / (income).

## Special Economic Zone (SEZ) reinvestment reserve

The SEZ Re-Investment reserve has been created out of profit of eligible SEZ units in terms of the provisions of Section 10AA(1)(ii) of the Income-Tax Act, 1961. The reserve has been utilised for acquiring new plant and machinery for the purpose of its business in terms of section 10AA(2) of the Income-Tax Act, 1961.

## Share based payment reserve

The Company has established share based payment plan for certain categories of employees of the Group. Also refer note 34 for further details on these plans.

## Cash flow hedging reserves

The cash flow hedging reserve represents the cumulative effective portion of gains or losses (net of tax) arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. Any reclassification of amounts from other comprehensive income to profit and loss will reduce the cumulative effective portion.

## Other Items of other comprehensive income

Other Items of other comprehensive income represents re-measurements of the equity instruments at fair value through OCI.

## 13. Borrowings

	31 March 2025	31 March 2024
<b>(a) Non-current borrowings</b>		
Term loans from banks		
Foreign currency term loan (secured) [refer note (i) below]	1,025	1,417
	<b>1,025</b>	<b>1,417</b>
Less: Current portion disclosed under "Current borrowings"	(1,025)	(417)
	<b>-</b>	<b>1,000</b>
<b>(b) Current borrowings</b>		
Packing Credit working capital loan [refer note (ii) below]	171	-
Current portion of foreign currency term loan (secured) [refer note (i) below]	1025	417
	<b>1,196</b>	<b>417</b>
<b>The above amount includes</b>		
Secured borrowings	1,025	1,471
Unsecured borrowings	171	-
	<b>1,196</b>	<b>1,834</b>



# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## Notes:

- (i) The Company had entered into a foreign currency term loan agreement dated March 30, 2021, to borrow USD 20 million (Rs. 1,644) for a term loan facility. The facility is borrowed to incur capital expenditure at the Bengaluru, Hyderabad and Mangaluru premises of the Company and was used for this specific purpose. The facility carries an interest rate of 6M SOFR + 1.17% and is to be paid in three instalments of 15%, 25% and 60% from the end of 3 years, 4 years and 5 years respectively from the origination date. The facility is secured by first priority pari passu charge on fixed assets (movable plant and machinery) and second charge on current assets of the Company. The Company is compliant with the financial covenants stipulated under the agreement.
- (ii) The Company availed pre-shipment export credit of Rs. 171 at SOFR+0.95% during the year ended 31 March 2025. The credit facility was availed on 12 March 2025 for a tenor of 3 months.

## 14. Provisions

	31 March 2025	31 March 2024
<b>(a) Non-current</b>		
Provision for employee benefits		
Gratuity	433	407
	<b>433</b>	<b>407</b>
<b>(b) Current</b>		
Provision for employee benefits		
Gratuity	211	195
Compensated absences	502	532
	<b>713</b>	<b>727</b>

## 15. Other liabilities

	31 March 2025	31 March 2024
<b>(a) Non-current</b>		
Deferred revenues	2,188	2,438
	<b>2,188</b>	<b>2,438</b>
<b>(b) Current</b>		
Advances from customers	6,052	5,027
Deferred revenues	544	511
Others		
- Statutory dues	226	215
- Other dues	374	356
	<b>7,196</b>	<b>6,109</b>

## 16. Trade payables

	31 March 2025	31 March 2024
Trade payables		
Total outstanding dues of micro and small enterprises	341	200
Total outstanding dues of creditors other than micro and small enterprises	3,179	2,355
	<b>3,520</b>	<b>2,555</b>

### (a) Disclosure required under Clause 22 of Micro, Small and Medium Enterprise Development Act, 2006 ("MSMED Act")

	31 March 2025	31 March 2024
(i) The principal amount and interest due thereon remaining unpaid to supplier as at the end of each accounting year		
- Principal amount due to micro and small enterprise	341	200
- Interest due on above	- *	-
(ii) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	234	231

## Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

	31 March 2025	31 March 2024
(iii) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
(iv) Interest accrued and remaining unpaid at the end of the year	_*	-
(v) Interest remaining due and payable in succeeding years, in terms of Section 23 of the MSMED Act, 2006	12	12

The above disclosures are provided by the Group based on the information available with the Group in respect of the registration status of its vendors."

\* Less than Rs. 0.5 million.

### (b) Aging schedule:

31 March 2025	Outstanding for following periods from due date of payment				
	Unbilled	Not due	Less than 1 year	More than 1 year	Total
Total outstanding dues of micro and small enterprises		326	15		341
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,869	890	310	110	3,179
	1,869	1,216	325	110	3,520

31 March 2024	Outstanding for following periods from due date of payment				
	Unbilled	Not due	Less than 1 year	More than 1 year	Total
Total outstanding dues of micro and small enterprises	-	199	1	-	200
Total outstanding dues of creditors other than micro and small enterprises	1,265	630	450	10	2,355
	1,265	829	451	10	2,555

(c) All trade payables are current and undisputed. The Group's exposure to currency and liquidity risks related to trade payables is disclosed in note 28.

### 17. Other financial liabilities

	31 March 2025	31 March 2024
<b>Current</b>		
Payable for capital goods	644	565
Employee benefit expenses payable	3	-
Payable towards purchase consideration	57	100
	704	665

### 18. Revenue from operations

	Year ended 31 March 2025	Year ended 31 March 2024
Sale of services		
Contract research and manufacturing services income	35,128	33,695
Other operating revenues		
Scrap sales	33	33
Gains on lease retirement	35	-
Others	1,228	1,158
	36,424	34,886

#### Note:

- Others include income from support services, rentals by the SEZ Developer and recognition of deferred revenue for assets funded by customers over the useful life.
- The Group does not have any allowances or returns. Hence no reconciliation of variable consideration is presented.

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## 18.1 Disaggregated revenue information

Set out below is the disaggregation of revenue:

	Year ended 31 March 2025	Year ended 31 March 2024
<b>Revenues from Contract research and manufacturing services income by geography</b>		
India	622	653
United States of America	21,754	22,558
Europe	11,260	8,775
Rest of the world	1,492	1,709
	<b>35,128</b>	<b>33,695</b>
<b>Revenue from other sources</b>		
India	777	424
United States of America	519	767
	<b>1,296</b>	<b>1,191</b>
<b>Total revenue from operations</b>	<b>36,424</b>	<b>34,886</b>
Geographical revenue is allocated based on the location of the customers.		
Revenues from Contract research and manufacturing services income by		
<b>Timing of recognition</b>		
Revenue recognised at a point of time	30,137	29,730
Revenue recognised over a period of time	6,288	5,156
<b>Total revenue from operations</b>	<b>36,425</b>	<b>34,886</b>

## 18.2 Contract balances

	Year ended 31 March 2025	Year ended 31 March 2024
Trade receivables [refer note (i) below]	5,267	4,416
Contract liabilities [refer note (ii) below]	8,784	7,976

### Notes:

- (i) Trade receivables are non-interest bearing.
- (ii) Contract liabilities include advances from customers and deferred revenue.

## 18.3 Changes in Contract liabilities - advances from customers and deferred revenues

	Year ended 31 March 2025	Year ended 31 March 2024
<b>Balance at the beginning of the year</b>	<b>7,976</b>	<b>8,621</b>
Add: Increase due to invoicing during the year	5,542	5,648
Less: Revenue recognised from advances from customers and deferred revenue at the beginning of the year	(3,829)	(5,007)
Less: Amounts recognised as revenue during the year	(904)	(1,286)
<b>Balance at the end of the year</b>	<b>8,785</b>	<b>7,976</b>
Expected revenue recognition from remaining performance obligations:		
- Within one year	6,597	5,538
- More than one year	2,188	2,438
	<b>8,785</b>	<b>7,976</b>

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## 18.4 Reconciliation of revenue recognised with contract price:

	Year ended 31 March 2025	Year ended 31 March 2024
Revenue as per contracted price	36,568	34,924
Adjustments for:		
Refund Liabilities	-	-
Discount/Rebates	(144)	(38)
<b>Total Revenue from contract with customers</b>	<b>36,424</b>	<b>34,886</b>

## 18.5 Performance obligation:

In relation to information about the Group's performance obligations in contracts with customers refer note 2(l).

## 19. Other income

	Year ended 31 March 2025	Year ended 31 March 2024
Interest income on:		
Deposits with banks and financial institutions	476	589
Lease deposits	36	13
Tax refunds (Refer Note 30 (c))	47	158
Net gain on sale of current investments	159	144
Other non-operating income	-	1
	<b>718</b>	<b>906</b>

## 20. Cost of chemicals, reagents and consumables consumed (Refer Note 9)

	Year ended 31 March 2025	Year ended 31 March 2024
Inventory at the beginning of the year	2,014	2,390
Add : Purchases	8,594	8,360
Less: Inventory at the end of the year	(1,354)	(2,014)
	<b>9,254</b>	<b>8,736</b>

## 21. Changes in inventories of finished goods and work-in-progress

	Year ended 31 March 2025	Year ended 31 March 2024
Inventories at the beginning of the year		
Work-in-progress	239	733
Finished goods	132	205
	<b>372</b>	<b>938</b>
Inventories at the end of the year		
Work-in-progress	142	239
Finished goods	59	132
	<b>201</b>	<b>372</b>
	<b>171</b>	<b>566</b>

## 22. Employee benefits expense

	Year ended 31 March 2025	Year ended 31 March 2024
Salaries, wages and bonus	8,551	7,960
Contribution to provident fund and other funds	396	352
Gratuity expenses (Refer note 27)	123	118
Share based compensation expense (Refer note 34)	373	5
Staff welfare expenses	396	452
	<b>9,839</b>	<b>8,887</b>

## Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

### 23. Finance costs

	Year ended 31 March 2025	Year ended 31 March 2024
<b>Interest expense on:</b>		
Borrowings	99	182
Lease liability (Refer Note 35)	393	269
Exchange difference to the extent considered as an adjustment to borrowing cost	39	21
	<b>531</b>	<b>472</b>

### 24. Depreciation and amortisation expense

	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation of tangible assets [refer note 3 (a)]	3,704	3,762
Depreciation of investment property [refer note 3 (c)]	68	71
Amortisation of Right to Use assets [refer note 3 (b)]	465	347
Amortisation of intangible assets [refer note 4 (a)]	89	79
	<b>4,326</b>	<b>4,259</b>

### 25. Other expenses

	Year ended 31 March 2025	Year ended 31 March 2024
Rent	61	55
Communication expenses	56	43
Travelling and conveyance	553	546
Professional charges	1,330	1,179
Payments to auditors	12	11
Directors' fees including commission	62	67
Power and fuel	690	697
Facility charges	205	282
Insurance	298	261
Rates and taxes	88	86
Repairs and maintenance		
Plant and machinery	1,774	1,381
Buildings	147	107
Others	668	596
Selling expenses		
Freight outwards and clearing charges	34	30
Sales promotion expenses	193	173
Provision for doubtful receivables	49	49
Bad debts written off	30	6
Printing and stationery	41	39
Clinical trial expenses	74	72
Contributions towards CSR	115	101
Loss on assets scrapped	29	25
Miscellaneous expenses	214	192
	<b>6,723</b>	<b>5,995</b>
(a) Payments to auditors:		
As an auditor:		
Statutory audit	7	6
Tax audit	1	1
Limited review	3	3
In other capacity:		
Other services (certification fees)	—*	—
Reimbursement of expenses	1	1
	<b>12</b>	<b>11</b>

\* Less than Rs. 0.5 million.

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## 26. Related party transactions

Related parties where control exists and other related parties with whom transactions have taken place during the year are listed below :

### List of Related parties

Particulars	Nature of relationship
<b>A. Key management personnel</b>	
Kiran Mazumdar Shaw	Chairperson
Jonathan hunt	MD & Chief Executive Officer (till 10 February 2025)
Peter Bains	MD & Chief Executive Officer - Syngene International Limited (w.e.f 01 April 2025)
Peter Bains	Group Chief Executive Officer - of Biocon Group (till 31 March 2025)
Catherine Rosenberg	Non-executive director
Sharmila Abhay Karve	Independent director
Paul Blackburn	Independent director (till 23 July 2024)
Vijay Kuchroo	Independent director
Vinita Bali	Independent director
Kush Parmar	Independent director
Nilanjan Roy	Independent director (w.e.f. 01 April 2024)
Manja Boerman	Independent director (w.e.f. 04 June 2024)
Sibaji Biswas	Executive Director & CFO (from 01 April 2024 to 30 November 2024)
Deepak Jain	Chief Financial officer (w.e.f. 01 December 2024)
Priyadarshini Mahapatra	Company Secretary
<b>B. Holding company</b>	
Biocon Limited	Holding Company
<b>C. Fellow subsidiaries</b>	
Biocon Biologics Limited	Fellow subsidiary
Biocon SDN. BHD	Fellow subsidiary
Biocon Biologics UK Limited	Fellow subsidiary
Biocon Biologics Inc.,	Fellow subsidiary
Biocon Biologics Do Brasil Ltda	Fellow subsidiary
Biocon Biologics FZ-LLC	Fellow subsidiary
"Biocon Biologics Healthcare Malaysia SDN. BHD (formerly known as Biocon Healthcare SDN. BHD)"	Fellow subsidiary
Biofusion Therapeutics Limited	Fellow subsidiary
Biocon Biosphere Limited	Fellow subsidiary
Biocon Pharma Limited	Fellow subsidiary
Biocon Pharma Inc.	Fellow subsidiary
Biocon Pharma Ireland Limited	Fellow subsidiary
Biocon Pharma Malta Limited	Fellow subsidiary
Biocon Pharma Malta I Limited	Fellow subsidiary
Biocon Pharma UK Limited	Fellow subsidiary
Biocon SA	Fellow subsidiary
Biocon FZ LLC	Fellow subsidiary
Biocon Academy	Fellow subsidiary
Biosimilar Collaborations Ireland Limited	Fellow subsidiary (w.e.f 29 November 2022)
Biosimilar Newco Limited,UK	Fellow subsidiary (w.e.f 29 November 2022)
Biocon Biologics Canada Inc.	Fellow subsidiary (w.e.f 20 March 2023)
Biocon Biologics Germany GmbH	Fellow subsidiary (w.e.f 29 March 2023)
Bicon Biologics France S.A.S	Fellow subsidiary (w.e.f 14 April 2023)
Biocon Biologics Spain, S.L	Fellow subsidiary (w.e.f 21 April 2023)
Biocon Biologics Switzerland AG	Fellow subsidiary (w.e.f 25 April 2023)
Biocon Biologics Belgium BV	Fellow subsidiary (w.e.f 28 April 2023)

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

Particulars	Nature of relationship
Biocon Biologics Finland OY	Fellow subsidiary (w.e.f 10 May 2023)
Biocon Generics Inc.	Fellow subsidiary (w.e.f 07 July 2023)
Biocon Biologics Morocco S.A.R.L.A.U	Fellow subsidiary (w.e.f 24 July 2023)
Biocon Biologics Greece SINGLE MEMBER P.C	Fellow subsidiary (w.e.f 27 July 2023)
Biocon Biologics South Africa (PTY) Ltd	Fellow subsidiary (w.e.f 11 August 2023)
Bicon Biologics (Thailand) Co. Ltd	Fellow subsidiary (w.e.f 08 September 2023)
Bicon Biologics Italy S.R.L	Fellow subsidiary (w.e.f 27 December 2023)
Bicon Biologics Philippines Inc.	Fellow subsidiary (w.e.f 25 October 2023)
Bicon Biologics Croatia LLC	Fellow subsidiary (w.e.f 18 January 2024)

## D. Other related parties

Bicara Therapeutics Inc.	Associate of Holding Company
Biocon Foundation	Trust in which a director is a trustee
Narayana Hrudayalaya Limited	Enterprise in which a director of the Company is a member of board of directors
Jeeves	Enterprise in which relative to a director of the Company is proprietor
Immuneel Therapeutics Private Limited	Enterprise in which a director of the Company is a member of board of directors
NeoBiocon FZ LLC	Joint venture of Holding Company
Cage Therapeutics	Enterprise in which a director of the Company is a member of board of directors
Thomas Cook (India) Limited	Enterprise in which a director of the Company is a member of board of directors
SOTC Travel Limited	Enterprise in which a director of the Company is a member of board of directors
Peter Bains	KMP of the holding company

## The Company has the following related parties transactions and balances

Particulars	Transactions / Balances	31 March 2025	31 March 2024
<b>Key management personnel</b>	Salary and perquisites [refer note (i) & (ii) below]	384	222
	Sitting fees and commission	62	62
	Professional fees	9	-
	Outstanding as at the year end		
	- Trade and other payables	14	12
	- Provision for gratuity and compensated absences	31	19
<b>Holding company</b>	Rent	88	144
	Power and facility charges [refer note (iii) below]	183	277
	Other expenses reimbursed to the group	281	181
	Sale of services	17	23
	Other expenses incurred on behalf of Holding company recovered	3	4
	Outstanding as at the year end		
	- Rent deposits	21	21
	- Trade and other payables	140	160
	- Trade and other receivables	21	33
<b>Fellow subsidiaries</b>	Sale of services	126	90
	Rent and facility charges recovered	415	303
	Other expenses incurred on behalf of fellow subsidiaries recovered	-	84
	Purchase of goods and services	154	-
	Outstanding as at the year end		
	- Trade and other payables	38	3
	- Trade and other receivables	148	155
<b>Other related parties</b>	Sale of services	820	922
	Health services availed	4	2
	Contribution towards CSR	96	87
	Staff welfare expenses	4	3



# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

Particulars	Transactions / Balances	31 March 2025	31 March 2024
	Revaluation of investment	18	(94)
	Travel service	52	-
	Outstanding as at the year end		
	- Deposit	6	-
	- Trade and other payables	138	190
	- Trade and other receivables	5	-

- (i) The remuneration to the key managerial personnel does not include the provisions made for gratuity and compensated absences. However, the Company has undertaken actuarial valuations for the provisions made for gratuity and compensated absences attributable to the key managerial personnel as at 31 March 2025 amounting to Rs. 31 (31 March 2024: 19).
- (ii) Share based compensation expense allocable to key management personnel is Rs. 91 (31 March 2024 : Rs. 25), which is included in the remuneration disclosed above.
- (iii) Effective from 1 October 2006, the Company has entered into an arrangement for lease of land on lease basis and a service agreement with 'Biocon SEZ Developer' of Biocon Limited for availing certain facilities and services. The facility charges of Rs. 113 (31 March 2024 : Rs. 193) and power charges (including other charges) of Rs. 70 (31 March 2024 : Rs. 84) have been charged by Biocon Limited for the year ended 31 March 2025.
- (iv) Fellow subsidiary companies with whom the Group did not have any transactions -
- Biocon Biologics Inc.
  - Biocon Biologics Do Brasil Ltda
  - Biocon Biologics FZ-LLC
  - Biocon Pharma UK Limited
  - Biocon Biosphere Limited
  - Biocon Pharma Inc.
  - Biosimilar Newco Limited
  - Biocon Biologics Canada Inc.
  - Biocon Biologics Germany GmbH
  - Biocon Biologics France S.A.S
  - Biocon Biologics Spain, S.L
  - Biocon Biologics Switzerland AG
  - Biocon Biologics Belgium BV
  - Biocon Biologics Italy S.R.L
  - Biocon Biologics Philippines Inc.
  - Biocon Pharma Ireland Limited
  - Biocon Pharma Malta Limited
  - Biocon Pharma Malta I Limited
  - Biocon Biologics Healthcare Malaysia SDN. BHD
  - Biocon SA
  - Biocon FZ LLC
  - Biosimilar Collaborations Ireland Limited
  - Biocon Biologics Finland OY
  - Biocon Generics Inc.
  - Biocon Biologics Morocco S.A.R.L.A.U
  - Biocon Biologics Greece SINGLE MEMBER P.C
  - Biocon Biologics South Africa (PTY) Ltd
  - Biocon Biologics (Thailand) Co. Ltd
  - Biocon Biologics Croatia LLC
  - Biofusion Therapeutics Limited
- (v) The above disclosures include related parties as per Ind AS 24 on "Related Party Disclosures" and Companies Act, 2013.
- (vi) All outstanding balances are unsecured and repayable in cash.

## 27. Employee benefit plans

- (i) The Group has a defined benefit gratuity plan as per the Payment of Gratuity Act, 1972 ('Gratuity Act'). Under the Gratuity Act, employee who has completed five years of service is entitled to specific benefit with no monetary limit. The level of benefit provided depends on the employee's length of service and salary at retirement/termination age. The gratuity plan is a funded plan and the Group makes contributions to a recognised fund in India.

The plan assets are maintained with HDFC Life Insurance Company Limited (HDFC Life) in respect of gratuity scheme for employees of the Company. The details of investments maintained by the HDFC Life are not available with the Company and not disclosed. The expected rate of return on plan assets is 6.54% p.a. (31 March 2024: 7.31% p.a.). The Company actively monitors how the duration and expected yield of the investments are matching the expected outflows arising from the employee benefit obligations.

The cost of the defined benefit plans and other long term benefits are determined using actuarial valuations. Actuarial valuations involve making various assumptions that may differ from actual developments in the future. These includes the determination of the discount rate, future salary increases and mortality rate. Due to these complexity involved in the valuation it is highly sensitive to the changes in these assumptions. All assumptions are reviewed at reporting date. The present value of the defined benefit obligation and the related current service cost and planned service cost were measured using the projected unit cost method."

The Company expects to pay INR 663(31 March 2024: INR 191) in contributions to its defined benefit plans in 2025-26.

## Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Group's financial statements as at balance sheet date:

	Present value of defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/liability
Balance as on 1 April 2024	605	(3)	602
Current service cost	80	-	80
Interest cost	43	-	43
<b>Amount recognised in Statement of profit and loss</b>	<b>123</b>	<b>-</b>	<b>123</b>
Remeasurements:			
Return on plan assets, excluding amounts included in interest expense / (income)	-	_*	_*
<b>Actuarial (gain) / loss arising from:</b>			
Demographic assumptions	(20)	-	(20)
Financial assumptions	(16)	-	(16)
Experience adjustment	25	-	25
<b>Amount recognised in other comprehensive income</b>	<b>(11)</b>	<b>-</b>	<b>(11)</b>
Benefits paid	(70)	-	(70)
<b>Balance as at 31 March 2025</b>	<b>647</b>	<b>(3)</b>	<b>644</b>

	Present value of defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/liability
Balance as on 1 April 2023	513	(3)	510
Current service cost	79	-	79
Interest cost	39	-	39
<b>Amount recognised in Statement of profit and loss</b>	<b>118</b>	<b>-</b>	<b>118</b>
Remeasurements:			
Return on plan assets, excluding amounts included in interest expense / (income)	-	_*	_*
<b>Actuarial (gain) / loss arising from:</b>			
Demographic assumptions	-	-	-
Financial assumptions	4	-	4
Experience adjustment	21	-	21
<b>Amount recognised in other comprehensive income</b>	<b>25</b>	<b>-</b>	<b>25</b>
Benefits paid	(51)	-	(51)
Liability acquired through slump sale	-	-	-
<b>Balance as at 31 March 2024</b>	<b>605</b>	<b>(3)</b>	<b>602</b>

\* Less than Rs. 0.5 million.

	As at 31 March 2025	As at 31 March 2024
Non current	433	407
Current	211	195
	<b>644</b>	<b>602</b>

## Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

### (ii) The assumptions used for gratuity valuation are as below:

	As at 31 March 2025	As at 31 March 2024
Interest rate	6.5%	7.3%
Discount rate	6.5%	7.3%
Expected return on plan assets	6.5%	7.3%
Salary increase	6.5%	8.0%
Attrition rate (based on Age of the Employee)	24.0%	9% - 22%
Retirement age - Years	58	58

Assumptions regarding future mortality experience are set in accordance with published statistics and mortality tables.

The weighted average duration of the defined benefit obligation was 6 years (31 March 2024 - 6 years).

The defined benefit plan exposes the Group to actuarial risks, such as interest rate risk.

### (iii) Sensitivity analysis

Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged. Sensitivity analysis does not recognise the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously. The method used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any. The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions are as below:

Particulars	31 March 2025		31 March 2024	
	Increase by 1%	Decrease by 1%	Increase by 1%	Decrease by 1%
Discount rate	(18)	19	(28)	31
Salary increase	19	(18)	30	(28)
Attrition rate	(2)	2	(3)	4

Sensitivity of significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of defined benefit obligation by one percentage, keeping all other actuarial assumptions constant. Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumption shown.

Maturity profile of defined benefit obligation

Particulars	31 March 2025	31 March 2024
1st Following year	147	90
2nd Following year	120	77
3rd Following year	115	70
4th Following year	87	73
5th Following year	72	65
Years 6 to 10	190	246
Years 11 and above	73	307

### (iv) Risk Exposure

These defined benefit plans typically expose the Group to actuarial risks as under :

- Interest rate risk: A decrease in bond interest rate will increase the plan liability.
- Longevity risk: The present value of the defined plan liability is calculated by reference to the best estimate of the mortality of plan participants. An increase in the life expectancy will increase the plan's liability.
- Salary risk: Higher than expected increase in salary will increase the defined benefit obligation.

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## (v) Other long term benefits

Present value of other long term benefits (i.e. compensated absences) obligations at the end of the year :

Particulars	31 March 2025	31 March 2024
Compensated absences	502	532

## 28. Financial instruments: Fair value and risk managements

### A. Accounting classification and fair values

31 March 2025	Carrying amount			Fair value				
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Investments (non-current)#	66	296	-	362	-	-	362	362
Derivative assets (non-current)		1,706		1,706	-	1,706	-	1,706
Other financial assets (non-current)			454	454	-	-	-	-
Investments (current)	3,355		2,750	6,105	3,355	-	-	3,355
Trade receivables			5,267	5,267	-	-	-	-
Cash and cash equivalents			3,671	3,671	-	-	-	-
Bank balances other than above			4,199	4,199	-	-	-	-
Derivative assets (current)		532		532	-	532	-	532
Other financial assets (current)			244	244	-	-	-	-
	3,421	2,534	16,585	22,541	3,355	2,238	362	5,955
Financial liabilities								
Lease liabilities (non-current)	-	-	4,088	4,088	-	-	-	-
Derivative liabilities (non-current)	-	18	-	18	-	18	-	18
Borrowings (current)	-	-	1,196	1,196	-	-	-	-
Lease liabilities (current)	-	-	495	495	-	-	-	-
Trade payables	-	-	3,520	3,520	-	-	-	-
Derivative liabilities (current)	-	56		56	-	56	-	56
Other financial liabilities (current)	-	-	704	704	-	-	-	-
	-	74	10,003	10,077	-	74	-	74

31 March 2024	Carrying amount			Fair value				
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Investments (non-current)#	66	278	3	347	-	-	344	344
Derivative assets (non-current)	-	1,847	-	1,847	-	1,847	-	1,847
Other financial assets (non-current)	-	-	384	384	-	-	-	-
Investments (current)	2,308	-	2,824	5,132	2,308	-	-	2,308
Trade receivables	-	-	4,416	4,416	-	-	-	-
Cash and cash equivalents	-	-	857	857	-	-	-	-
Bank balances other than above	-	-	4,778	4,778	-	-	-	-
Derivative assets (current)	-	694	-	694	-	694	-	694
Other financial assets (current)	-	-	206	206	-	-	-	-
	2,374	2,819	13,468	18,661	2,308	2,541	344	5,193
Financial liabilities								
Borrowings (non-current)	-	-	1,000	1,000	-	-	-	-
Lease liabilities (non-current)	-	-	3,651	3,651	-	-	-	-
Derivative liabilities (non-current)	-	-	-	-	-	-	-	-
Borrowings (current)	-	-	417	417	-	-	-	-
Lease liabilities (current)	-	-	484	484	-	-	-	-
Trade payables	-	-	2,555	2,555	-	-	-	-
Derivative liabilities (current)	-	10	-	10	-	10	-	10
Other financial liabilities (current)	-	-	665	665	-	-	-	-
	-	10	8,772	8,782	-	10	-	10

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

# Level 3 investments comprises of unquoted equity instruments. The fair value of Level 3 investments are based on the market comparable approach of similar companies using discounted revenue multiples and considering the same on a pre-revenue development stage. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

- The carrying amount of financial assets and financial liabilities measured at amortised cost in the Consolidated Financial Statements are a reasonable approximation of their fair values since the Group does not
- There has been no transfers between level 1, 2 and 3.
- The Company enters into derivative financial instruments with various counterparties. Derivatives are valued using valuation techniques in consultation with market expert. The most frequently applied valuation technique include forward pricing, swap models and Black Scholes Merton Model (for options valuation), using present value calculations. The models incorporate various inputs including foreign exchange forward rates, interest rate curve and forward rates curve.

## Reconciliation of Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 values.

Particulars	FVTPL	FVTOCI	Total
Balance as at 01 April 2024	66	278	344
Gain included in OCI			
- Net change in fair value(unrealised)	-	18	18
Investment made in the current year			
- In equity instruments		-	-
- In preference shares		-	-
- In debt instruments	-	-	-
Loss included in P&L			
- Diminution in the value of investments	-	-	-
<b>Balance as at 31 March 2025</b>	<b>66</b>	<b>296</b>	<b>362</b>

Particulars	FVTPL	FVTOCI	Total
Balance as at 01 April 2023	66	372	438
Gain included in OCI			
- Net change in fair value(unrealised)	-	(94)	(94)
Investment made in the current year			
- In equity instruments	13	-	13
- In preference shares	27	-	27
- In debt instruments	-	-	-
Loss included in P&L			
- Diminution in the value of investments	(40)	-	(40)
<b>Balance as at 31 March 2024</b>	<b>66</b>	<b>278</b>	<b>344</b>

## Measurement of fair values

Fair value of liquid mutual funds are based on quoted price. Derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the market place.

## Sensitivity analysis

For the fair values of forward/option contracts of foreign currencies, reasonably possible changes at the reporting date to one of the significant observable inputs, holding other inputs constant, would have the following effects.

Significant observable inputs	Impact on profit or loss		Impact on other equity	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
INR/USD - Increase by 1%	-	-	(588)	(613)
INR/USD - Decrease by 1%	-	-	599	613
<b>Level III Equity instruments</b>				
Adjusted market multiple (5% Increase)	-	-	(83)	(83)
Adjusted market multiple (5% Decrease)	-	-	83	83

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## B. Financial risk management

The Group's activities expose it to a variety of financial risks : credit risk, market risk and liquidity risk.

### (i) Risk management framework

The Group's risk management is carried out by the treasury department under policies approved by the Board of Directors. The Board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative and non-derivative financial instruments and investment of excess liquidity.

### (ii) Credit risk

Credit risk is the risk that the counterparty will not meet its obligation under a financial instrument or customer contract, leading to financial loss. The credit risk arises principally from its operating activities (primarily trade receivables and unbilled revenues) and from its investment activities, including deposits with banks and financial institutions, investments in mutual funds and other financial instruments.

The Group has established a credit mechanism under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, where available, and other publicly available financial information. Outstanding customer receivables are regularly monitored.

Allowance for Impairment	31 March 2025	31 March 2024
Opening balance	132	83
Impairment loss recognised	49	49
Impairment loss reversed	-	-
<b>Closing balance</b>	<b>181</b>	<b>132</b>

Details of trade receivables that are not due, past due and impaired is given below:

Particulars	31 March 2025	31 March 2024
Neither past due nor impaired	4,177	3,362
Past due but not impaired		
Less than 180 days	999	877
180 days - 365 days	42	118
More than 365 days	49	58
Past due but impaired:		
Less than 180 days	101	16
180 days - 365 days	30	58
More than 365 days	50	58
Less: Allowance for credit losses	(181)	(132)
<b>Total</b>	<b>5,268</b>	<b>4,416</b>

There is no receivable from single customer which which is more than 10 percent of the Group's total receivables during the current and previous financial year.

Credit risk on investments, cash and cash equivalent and derivatives is limited as the Group generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. All these banks and financial institutions are high-rate funds of minimum AA+ and above. Investments primarily include investment in liquid mutual fund units and inter-corporate deposits with financial institutions.

### (iii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived. In addition, the Group maintains line of credits as stated in note 13.

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as of 31 March 2025:

Particulars	Less than 1 year	1 - 2 years	2-5 years	More than 5 years	Total
Lease liabilities (non-current)	-	541	1,731	4,736	7,009
Lease liabilities (current)	526	-	-	-	526
Borrowings (current)	1,196	-	-	-	1,196
Trade payables	3,520	-	-	-	3,520
Derivative liabilities (non-current)	-	18	-	-	18
Derivative liabilities (current)	56	-	-	-	56
Other financial liabilities	704	-	-	-	704
<b>Total</b>	<b>6,002</b>	<b>559</b>	<b>1,731</b>	<b>4,736</b>	<b>13,029</b>

\*Amount less than 0.5 Million

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as of 31 March 2024:

Particulars	Less than 1 year	1 - 2 years	2-5 years	More than 5 years	Total
Lease liabilities (non-current)	-	467	1,402	4,556	6,425
Lease liabilities (current)	481	-	-	-	481
Borrowings (non-current)	-	1,000	-	-	1,000
Borrowings (current)	417	-	-	-	417
Trade payables	2,555	-	-	-	2,555
Derivative liabilities (non-current)	-	-*	-	-	-
Derivative liabilities (current)	10	-	-	-	10
Other financial liabilities	665	-	-	-	665
<b>Total</b>	<b>4,128</b>	<b>1,467</b>	<b>1,402</b>	<b>4,556</b>	<b>11,553</b>

## (iv) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices, such as foreign exchange rates, interest rates and equity prices.

### Foreign currency risk

The Group operates internationally and a major portion of the business is transacted in several currencies and consequently, the Group is exposed to foreign exchange risk through operating and borrowing activities in foreign currency. The Group holds derivative instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates and foreign currency exposure.

The currency profile of financial assets and financial liabilities as at 31 March 2025 and 31 March 2024 are as below:

31 March 2025	USD	EUR	Others
<b>Financial assets</b>			
Trade receivables	3,233	46	16
Cash and cash equivalents	2,086	337	1
Derivative assets	2,237	-	-
<b>Financial liabilities</b>			
Borrowings (current)	(1,196)	-	-
Trade payables	(448)	(88)	(71)
Derivative liabilities	(73)	-	-
Other financial liabilities (current)	(93)	(7)	(4)
<b>Net assets / (liabilities)</b>	<b>5,746</b>	<b>288</b>	<b>(58)</b>



## Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

31 March 2024	USD	EUR	Others
<b>Financial assets</b>			
Trade receivables	3,908	207	~*
Cash and cash equivalents	479	58	1
Derivative assets	2,542	-	-
Other financial assets (current)	49	-	-
<b>Financial liabilities</b>			
Borrowings (current)	(1,000)	-	-
Borrowings (non-current)	(417)	-	-
Trade payables	(143)	(35)	(111)
Derivative liabilities	(10)	-	-
Other financial liabilities (current)	(67)	(53)	(312)
<b>Net assets / (liabilities)</b>	<b>5,341</b>	<b>177</b>	<b>(422)</b>

\* Less than Rs. 0.5 million.

INR	Average rate		Year-end spot rate	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
USD 1	84.63	82.79	85.43	83.34
EUR 1	90.68	89.76	92.40	89.99

### Sensitivity analysis

The sensitivity of profit or loss to changes in exchange rates arises mainly from foreign currency denominated financial instruments and the impact on other components of equity arises from foreign exchange forward/option contracts designated as cash flow hedges.

Particulars	Impact on profit or loss		Impact on other equity	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
<b>USD Sensitivity</b>				
INR/USD - Increase by 1%	58	53	(529)	(560)
INR/USD - Decrease by 1%	(56)	(53)	542	560
<b>EUR Sensitivity</b>				
INR/EUR - Increase by 1%	3	2	2	2
INR/EUR - Decrease by 1%	(2)	(1)	(1)	(1)

### Derivative financial instruments

The Group uses derivative financial instruments exclusively for hedging financial risks that arise from its commercial business or financing activities. The Group's Treasury team manages its foreign currency risk by hedging forecasted transactions like sales, purchases and capital expenditures. When a derivative is entered for hedging, the Group matches the terms of those derivatives to the underlying exposure. All identified exposures are managed as per the policy duly approved by the Board of Directors.

The following table gives details in respect of outstanding foreign exchange forward and option contracts as of 31 March 2025:

Particulars	Less than 1 year	1 - 2 years	2-5 years	More than 5 years	Total
Foreign exchange forward contracts to sell USD	250	143	134	-	527
European style option contracts	105	60	57	-	222

The following table gives details in respect of outstanding foreign exchange forward and option contracts as of 31 March 2024:

Particulars	Less than 1 year	1 - 2 years	2-5 years	More than 5 years	Total
Foreign exchange forward contracts to sell USD	234	136	142	45	557
European style option contracts	99	63	61	19	242

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## Cash flow and fair value interest rate risk

The Group's main interest rate risk arises from long-term borrowings with variable rates, which expose the Group to cash flow interest rate risk. During the year ended 31 March 2025 and 31 March 2024 the Group's borrowings at variable rate were mainly denominated in USD.

### (a) Interest rate risk exposure

The exposure of the Group's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	31 March 2025	31 March 2024
Variable rate borrowings	1,196	1,417
<b>Total borrowings</b>	<b>1,196</b>	<b>1,417</b>

### (b) Sensitivity

Variable rate borrowings:

A reasonably possible change of 100 bps would have increased / (decreased) profit and loss and equity by Rs. 12 (31 March 2024 : Rs. 14).

## 29. Capital management

The key objective of the Group's capital management is to ensure that it maintains a stable capital structure with the focus on total equity to uphold investor, creditor, and customer confidence and to ensure future development of its business. The Group focused on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required without impacting the risk profile of the Group.

The Group's goal is to continue to be able to return excess liquidity to shareholders by continuing to distribute annual dividends in future periods.

The amount of future dividends of equity shares will be balanced with efforts to continue to maintain an adequate liquidity status.

The capital structure as of 31 March 2025 and 31 March 2024 was as follows:

Particulars	31 March 2025	31 March 2024
Total equity attributable to the equity shareholders of the Company	47,268	42,578
As a percentage of total capital	98%	97%
 Borrowings	 1,196	 1,417
<b>Total borrowings</b>	<b>1,196</b>	<b>1,417</b>
As a percentage of total capital	2%	3%
 <b>Total capital (Equity and Borrowings)</b>	 <b>48,464</b>	 <b>43,994</b>

## 30. Tax expense

### (a) Amount recognised in Statement of profit and loss

	Year ended 31 March 2025	Year ended 31 March 2024
Current tax	1,384	1,230
Deferred tax:		
MAT credit entitlement	402	46
Others related to:		
Origination and reversal of other temporary differences	(149)	(168)
<b>Tax expense for the year</b>	<b>1,637</b>	<b>1,108</b>
 <b>Reconciliation of effective tax rate</b>		
Profit before tax and exceptional item	6,279	6,319
Add: Exceptional item	320	111
<b>Profit before tax</b>	<b>6,599</b>	<b>6,208</b>
Tax at statutory income tax rate 34.39% (31 March 2024 - 34.94%)	2,268	2,168

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

	Year ended 31 March 2025	Year ended 31 March 2024
Tax effects of amounts which are not deductible / (taxable) in calculating taxable income		
Tax incentive	(808)	(834)
Non-deductible expense	24	35
Basis difference that will reverse during the tax holiday period	71	-
Adjustments for current tax of prior periods	(20)	(243)
Effect of settlement under 'Vivad se Vishwas' scheme	95	-
Others	6	(18)
<b>Income tax expense</b>	<b>1,637</b>	<b>1,108</b>

## (b) Recognised deferred tax assets and liabilities

The following is the movement of deferred tax assets / liabilities presented in the balance sheet

For the year ended 31 March 2025	Opening balance	Recognised in profit or loss	Recognised in OCI	Recognised in equity	Others	Closing balance
<b>Deferred tax asset</b>						
MAT credit entitlement	1,572	(402)	-	-	105	1,275
Defined benefit obligations	190	10	(2)	-	11	209
Others	64	9	(6)	-	(39)	28
<b>Gross deferred tax assets</b>	<b>1,826</b>	<b>(383)</b>	<b>(8)</b>	<b>-</b>	<b>77</b>	<b>1,512</b>
<b>Deferred tax liability</b>						
Property, plant and equipment, investment property and intangible assets, net	1,063	(130)	-	-	(3)	930
Derivatives, net	332	-	(44)	-	-	288
Others	24	-	-	-	(24)	-
<b>Gross deferred tax liability</b>	<b>1,419</b>	<b>(130)</b>	<b>(44)</b>	<b>-</b>	<b>(27)</b>	<b>1,218</b>
<b>Deferred tax assets / (liabilities), net</b>	<b>407</b>	<b>(253)</b>	<b>36</b>	<b>-</b>	<b>104</b>	<b>295</b>

For the year ended 31 March 2024	Opening balance	Recognised in profit or loss	Recognised in OCI	Recognised in equity	Others	Closing balance
<b>Deferred tax asset</b>						
MAT credit entitlement	1,618	(46)	-	-	-	1,572
Defined benefit obligations	170	15	5	-	-	190
Others	-	(4)	34	35	-	64
<b>Gross deferred tax assets</b>	<b>1,788</b>	<b>(35)</b>	<b>39</b>	<b>35</b>	<b>-</b>	<b>1,826</b>
<b>Deferred tax liability</b>						
Property, plant and equipment, investment property and intangible assets, net	1,221	(157)	-	-	-	1,063
Others	(154)	-	486	-	-	332
<b>Gross deferred tax liability</b>	<b>1,090</b>	<b>(157)</b>	<b>486</b>	<b>-</b>	<b>-</b>	<b>1,419</b>
<b>Deferred tax assets / (liabilities), net</b>	<b>698</b>	<b>122</b>	<b>(447)</b>	<b>35</b>	<b>-</b>	<b>407</b>

- (c) During the quarter ended 31 December 2023, the Company recorded Interest income on income tax refund of Rs 158 pursuant to Income Tax Tribunal order for Financial Years 2009-10 and 2010-11 and the same has been presented as income in the consolidated financial statement under the head 'Other Income'. Instead of providing a cash refund, the tax department has adjusted the refund against tax demands for Financial Years 2011-12, 2013-14, and 2015-16.
- (d) During the quarter ended 31 March 2025, the Company has opted for "Vivad se Vishwas Scheme, 2024" which has resulted in settlement of pending TDS assessments related to non resident tax deductions. Consequent to this, tax expense under the scheme amounting to Rs 95 million has been recorded under the head "Current tax". The settlement has also resulted in reduction of contingent liabilities by Rs 197 million.
- (e) Tax expenses for the year ended 31 March 2024 is net of reversal of income tax provision amounting to Rs 232 based on favourable tax assessment orders received during the quarter ended 31 March 2024.

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## 31. Contingent liabilities and commitments

(to the extent not provided for)

### (i) Contingent liabilities

	31 March 2025	31 March 2024
(a) Claims against the Company not acknowledged as debt	6,285	6,321

The above includes:

(I) Income tax matters under dispute for notices and orders received relating to financial year 2008-09, 2012-13 to 2018-19, 2020-21 and 2021-22 (31 March 2024 : financial year 2008-09, 2011-12 to 2018-19 and 2020-21 to 2021-22)	6,158	6,194
(II) Indirect tax matters under dispute for notices and orders received relating to financial year 2009-10 to 2017-18 (31 March 2024 : financial year 2009 - 10 to 2017 - 18)	127	127

(III) In light of judgment of Honourable Supreme Court dated 28th February 2019 on the definition of "Basic Wages" under the Employees Provident Funds & Misc. Provisions Act, 1952 and based on Group's evaluation, there are significant uncertainties and numerous interpretative issues relating to the judgement and hence it is unclear as to whether the clarified definition of Basic Wage would be applicable prospectively or retrospectively. The amount of the obligation therefore cannot be measured with sufficient reliability for past periods and hence has currently been considered to be a contingent liability.

Including the matters disclosed above, the Group is involved in taxation matters that arise from time to time in the ordinary course of business for years that are under assessment. Judgment is required in assessing the range of possible outcomes for some of these tax matters, which could change substantially over time as each of the matter progresses depending on experience on actual assessment proceedings by tax authorities and other judicial precedents. Based on its internal assessment supported by external legal counsel views, if any, the Group believes that it will be able to sustain its positions if challenged by the authorities and accordingly no additional provision is required for these matters. Management is of the view that above matters will not have any material adverse effect on the Group's financial position and results of operations.

### (b) Guarantees

	31 March 2025	31 March 2024
Guarantees given by banks on behalf of the Group for contractual obligations of the Group.	50	50

The necessary terms and conditions have been complied with and no liabilities have arisen.

### (ii) Commitments

	31 March 2025	31 March 2024
Estimated amount of contracts remaining to be executed on capital account not provided for, net of advances	1,707	2,001

## 32. (a) Interest in other entities

### Subsidiaries

The Group's subsidiary as at 31 March 2025 is set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held by the Group, and proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

Name of entity	Country of incorporation	Ownership interest held by the group		Ownership interest held by the non-controlling interest		Principal activities
		31 March 2025 %	31 March 2024 %	31 March 2025 %	31 March 2024 %	
Syngene USA Inc.	United States	100	100	-	-	- Business support and marketing for research services
Syngene Scientific Solutions Limited	India	100	100	-	-	- CRAMS and clinical research services
Syngene Manufacturing Solutions Limited	India	100	100	-	-	- Manufacture of enzyme products and medicinal goods

## Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

(b) Additional information, as required under Schedule III of the Act, of enterprises consolidated as subsidiary

Name of entity	Net assets as at 31 March 2025		Share in profit or loss for the year ended 31 March 2025		Share in other comprehensive income for the year ended 31 March 2025		Share in total comprehensive income for the year ended 31 March 2025	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated other comprehensive income	Amount
<b>Holding Company</b>								
Syngene International Limited	88.9%	42,042	94.3%	4,680	98.8%	(145)	94.2%	4,535
<b>Subsidiaries</b>								
Syngene USA Inc.	9.3%	4,415	0.8%	38	-	-	0.8%	38
Syngene Scientific Solutions Limited	1.7%	812	4.9%	244	1.2%	(2)	5.0%	242
Syngene Manufacturing Solutions Limited	0.0%	(1)	0.0%	*	-	-	0.0%	0
Non-controlling interest	-	-	-	-	-	-	-	-
<b>Total</b>	<b>100%</b>	<b>47,268</b>	<b>100%</b>	<b>4,962</b>	<b>100%</b>	<b>(147)</b>	<b>100%</b>	<b>4,815</b>
Name of entity	Net assets as at 31 March 2024		Share in profit or loss for the year ended 31 March 2024		Share in other comprehensive income for the year ended 31 March 2024		Share in total comprehensive income for the year ended 31 March 2024	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated other comprehensive income	Amount
<b>Holding Company</b>								
Syngene International Limited	98.3%	41,846	91.5%	4,665	100.4%	1,431	93.4%	6,096
<b>Subsidiaries</b>								
Syngene USA Inc.	0.3%	122	0.8%	40	0%	-	0.6%	40
Syngene Scientific Solutions Limited	1.4%	610	7.8%	396	-0.4%	(5)	6.0%	391
Syngene Manufacturing Solutions Limited	0.0%	(1)	0.0%	(0)	0%	-	0.0%	(0)
Non-controlling interest	-	-	-	-	-	-	-	-
<b>Total</b>	<b>100%</b>	<b>42,578</b>	<b>100%</b>	<b>5,100</b>	<b>100%</b>	<b>1,426</b>	<b>100%</b>	<b>6,526</b>

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## 33. Segmental Information

### Operating segments

The Group is engaged in a single operating segment of providing contract research and manufacturing services. Accordingly, there are no additional disclosures to be provided Ind AS 108 'Operating Segments' other than those already provided in these consolidated financial statements.

### Geographical information

The geographical information analyses the Group's revenues and non-current assets by the Group's country of domicile (i.e. India) and other countries. In presenting the geographical information, revenue has been based on the geographic location of the customers and assets which have been based on the geographical location of the assets.

	Year ended 31 March 2025	Year ended 31 March 2024
Revenue from operations:		
India	1,399	1,077
United States of America	22,273	23,325
Europe	11,260	8,775
Rest of the World	1,492	1,709
<b>Total</b>	<b>36,424</b>	<b>34,886</b>

The following is the carrying amount of non current assets by geographical area in which the assets are located:

Carrying amount of non-current assets	31 March 2025	31 March 2024
India	42,269	38,942
Outside India	-	-
<b>Total</b>	<b>42,269</b>	<b>38,942</b>

Note: Non-current assets excludes investments, derivative assets, financial assets and deferred tax assets.

### Major customer

Revenue from two customers (31 March 2024 - two customer) of the Group's Revenue from operations aggregates to Rs. 14,987 (31 March 2024 - Rs. 13,450) which is more than 10 percent of the Group's total revenue.

## 34. Share based compensation

### (1) Syngene ESOP Plan 2011

On 20 July 2012, Syngene Employee Welfare Trust ('Trust') was created for the welfare and benefit of the employees and directors of the Company and administrated by the Nomination and Remuneration Committee. The Board of Directors approved the employee stock option plan of the Company. On 31 October 2012, the Trust subscribed into the equity shares of the Company using the proceeds from interest free loan of Rs. 150 obtained from the Company.

### Grant

Pursuant to the Scheme, the Company has granted options to eligible employees of the Company under Syngene Employee Stock Option Plan - 2011. Each option entitles for one equity share. The options under this grant will vest to the employees as 25%, 35% and 40% of the total grant at end of second, third and fourth year from the date of grant, respectively, with an exercise period of three years for each grant. The vesting conditions include service terms and performance of the employees. These options are exercisable at an exercise price of Rs. 11.25 [31 March 2024 : Rs. 11.25] per share (Face Value of Rs. 10 per share).

Details of Grant

Particulars	31 March 2025 No. of options	31 March 2024 No. of options
Outstanding at the beginning of the year	134,123	610,191
Granted during the year	-	-
Forfeited / lapsed during the year	(10,132)	(6,306)
Exercised during the year	(89,992)	(469,762)

## Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

Particulars	31 March 2025 No. of options	31 March 2024 No. of options
<b>Outstanding at the end of the year</b>	<b>33,999</b>	<b>134,123</b>
Exercisable at the end of the year	33,999	61,472
Weighted average exercise price	11.25	11.25
Weighted average share price at the date of exercise (In Rs)	787.7	745.7

The weighted average remaining contractual life for the stock options outstanding as at 31 March 2025 is 2 years [31 March 2024 : 3 years ].

### (2) Syngene Restricted Stock Unit Long Term Incentive Plan 2020

The Board of Directors of the Company on 24 April 2019 and the Shareholders of the Company in the Annual General Meeting held on 24 July 2019 approved the Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020. Each option entitles for one equity share. The options under this grant will vest to the employees as 25%, 25%, 25% and 25% of the total grant at the end of first, second, third and fourth year from the date of first grant, respectively, with an exercise period of 5 years for each grant. The vesting conditions include service terms and performance of the employees. These options are exercisable at an exercise price of Rs. 10 per share (Face Value of Rs. 10 per share).

#### Details of Grant

Particulars	31 March 2025 No. of options	31 March 2024 No. of options
Outstanding at the beginning of the year	842,084	1,573,842
Granted during the year	-	38,032
Forfeited during the year	(70,507)	(128,204)
Exercised during the year	(549,015)	(641,587)
<b>Outstanding at the end of the year</b>	<b>222,562</b>	<b>842,084</b>
Exercisable at the end of the year	222,562	561,068
Weighted average exercise price	10.00	10.00
Weighted average fair value of shares granted during the year under Black Scholes Model (In Rs)	-	584.50
Weighted average share price at the date of exercise during the year (In Rs)	787.7	659.8

The weighted average remaining contractual life for the stock options outstanding as at 31 March 2025 is 2.34 years [31 March 2024 : 3.34 years ].

Assumptions used in determination of the fair value of the stock options under the Black Scholes Model are as follows:

Expected volatility has been based on an evaluation of the historical volatility of the Company's share price, particularly over the historical period commensurate with the expected term. The expected term of the instruments has been based on historical experience and general option holder behaviour.

Particulars	31 March 2025	31 March 2024
Dividend yield (%)	0.0%	0.0%
Exercise Price (In Rs)	10	10
Volatility	30.4%	30.4%
Life of the options granted (vesting and exercise period) [in years]	3.5	3.5
Average risk-free interest rate	7.2%	7.2%

### (3) Syngene Long Term Incentive Performance Share Plan 2023

The Board of Directors of the Company on 22 March 2023 and the Shareholders of the Company on 23 April 2023 approved the Syngene Long Term Incentive Performance Share Plan 2023. Each option entitles for one equity share. The plan comprises of 3 metrics basis which performance is evaluated and the units shall vest on 31 May after the close of the third financial year for which the performance is being considered i.e. 31 May 2025, with an exercise period of 5 years for each grant. The vesting conditions include service terms of the employees. These options are exercisable at an exercise price of Rs. 10 per share (Face Value of Rs. 10 per share).



## Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

### Details of Grant

Particulars	31 March 2025 No. of options	31 March 2024 No. of options
Outstanding at the beginning of the year	258,254	-
Granted during the year	1,180,989	258,254
Forfeited during the year	(453,476)	-
Exercised during the year	-	-
<b>Outstanding at the end of the year</b>	<b>985,767</b>	<b>258,254</b>
Exercisable at the end of the year	-	-
Weighted average exercise price	-	-
Weighted average value of shares granted during the year under Black Scholes Model (In Rs)	976.7	906
Weighted average share price at the date of exercise during the year (In Rs)	-	-

The weighted average remaining contractual life for the stock options outstanding as at 31 March 2025 is 6.29 years [31 March 2024 : 6.17].

Assumptions used in determination of the fair value of the stock options under the Black Scholes Model are as follows:

Particulars	31 March 2025	31 March 2024
Dividend yield (%)	0.0%	0.0%
Exercise Price (In Rs)	10	10
Volatility	25.4%	26.2%
Life of the options granted (vesting and exercise period) [in years]	6.29	6.17
Average risk-free interest rate	6.5%	7.1%

### (4) Syngene Long Term Incentive Outperformance Share Plan 2023

The Board of Directors of the Company on 22 March 2023 and the Shareholders of the Company on 23 April 2023 approved the Syngene Long Term Incentive Outperformance Share Plan 2023. The performance assessment period for the said plan is FY 2023 to FY 2027 (i.e. 5 years). However, no grants were given to any employees during the year ended 31 March 2025. Accordingly, no accounting has been done in the current financial year.

### Syngene Employee Welfare Trust

The assets and liabilities of the aforesaid trust have been accounted for as the assets and liabilities of the Company on the basis that such trust is merely acting as the agent of the company (as given in the table below).

Particulars	31 March 2025	31 March 2024
<b>Assets</b>		
Investments	40	37
Other current assets	6	5
<b>Liabilities</b>		
Reserves	(38)	(38)
Current liabilities	(9)	(4)
<b>Cash and bank balance</b>	<b>(1)</b>	<b>1</b>

## Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

### 35. Leases

The Group has entered into lease agreements for use of land, buildings, plant and equipment and vehicles which expires over a period ranging upto the year of 2039. Gross payments for the year aggregate to Rs. 537 (31 March 2024 - Rs. 367).

The weighted average borrowing rate of 8% has been applied to lease liabilities recognised in the balance sheet at the date of initial application.

The following is the movement in lease liabilities during the year ended 31 March 2025:

Particulars	Land	Buildings	Vehicles	Total
Balance at the beginning	299	3,787	48	4,136
Additions during the year	-	896		896
Finance cost accrued during the period	20	369	3	392
Deletions	-	(303)	(1)	(304)
Payment of lease liabilities	(38)	(473)	(26)	(537)
Balance at the end	281	4,276	24	4,583

The following is the movement in lease liabilities during the year ended 31 March 2024:

Particulars	Land	Buildings	Vehicles	Total
Balance at the beginning	316	2,039	43	2,400
Additions during the year	-	1,804	30	1,834
Finance cost accrued during the period	21	244	4	269
Payment of lease liabilities	(38)	(300)	(29)	(367)
Balance at the end	299	3,787	48	4,135

The following is the break-up of current and non-current lease liabilities:

Particulars	31 March 2025	31 March 2024
Current	495	484
Non-current	4,088	3,651
Total	4,583	4,135

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	31 March 2025	31 March 2024
Less than one year	526	481
One to five years	2,272	1,870
More than five years	4,736	4,555
Total	7,534	6,906

The following are the amounts recognised in the statement of profit or loss:

Particulars	31 March 2025	31 March 2024
Depreciation expenses on right of use-assets	465	347
Interest expenses on lease liabilities	392	269
Rent (Refer note 25)	61	55
Total	917	671

### 36. Exceptional items

During the year ended 31 March 2025, the Company has received its final claim of Rs 320 million from the insurance company for the loss of fixed assets in a fire incident on 12 December 2016, and the same has been presented in this consolidated financial statements under the 'Exceptional Items'.

The Company incurred transaction costs of Rs 111 relating to the acquisition of multi modal facility (Unit 3) from Stelis Biopharma Limited (SBL) and the same has been presented under Exceptional items in this Consolidated financial statements for the year ended 31 March 2024.

# Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

## 37. Corporate social responsibility

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities.

Particulars	31 March 2025	31 March 2024
(a) Amount required to be spent by the Company during the year	115	101
(b) Amount unspent of previous years shortfall	10	31
(c) Amount spent during the year (in cash)		
(i) Construction / acquisition of any asset	-	-
(ii) On purposes other than (i) above	118	122
(d) Amount unspent and carried forward to next year	7	10

(e) Details of unspent obligations:

Details of ongoing project and other than ongoing project

In case of Section 135(5) of the Companies Act, 2013 (Ongoing project)						
Opening balance as at 1 April 2024	Amount required	Amount spent during the year	Closing balance as at 31 March 2025			
With Company	In Separate CSR Unspent	to be spent during the year	From Company's bank account	From Separate CSR Unspent account	With Company	In Separate CSR Unspent account
-	10	115	111	8	4.3	2.5

In case of Section 135(5) of the Companies Act, 2013 (Other than ongoing project)						
Opening balance as at 1 April 2024	Amount required	Amount spent during the year	Closing balance as at 31 March 2025			
With Company	In Separate CSR Unspent	to be spent during the year	From Company's bank account	From Separate CSR Unspent account	With Company	In Separate CSR Unspent account
-	-	-	-	-	-	-

In case of Section 135(5) of the Companies Act, 2013 (Ongoing project)						
Opening balance as at 1 April 2023	Amount required	Amount spent during the year	Closing balance as at 31 March 2024			
With Company	In Separate CSR Unspent	to be spent during the year	From Company's bank account	From Separate CSR Unspent account	With Company	In Separate CSR Unspent account
-	31	3	-	21	-	10

In case of Section 135(5) of the Companies Act, 2013 (Other than ongoing project)				
Opening Balance as at 1 April 2023	Amount deposited in specified fund of Schedule VII within 6 months	Amount required to be spent during the year	Amount spent during the year	Closing balance as at 31 March 2024
-	-	-	-	-

## 38. Earnings per equity share (EPS)

Particulars	31 March 2025	31 March 2024
Earnings		
Profit for the year	4,962	5,100
Shares		
Basic outstanding shares	402,536,981	402,015,000
Add: number of shares vested but not yet exercised	515,464	608,429

## Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

Particulars	31 March 2025	31 March 2024
Less: Weighted average shares held with the ESOP Trust	(1,126,671)	(1,243,697)
<b>Weighted average shares used for computing basic EPS</b>	<b>401,925,774</b>	<b>401,379,732</b>
Add: Effect of dilutive options granted but not yet exercised / not yet eligible for exercise	392,216	591,816
<b>Weighted average shares used for computing diluted EPS</b>	<b>402,317,990</b>	<b>401,971,548</b>
<b>Earnings per equity share</b>		
Basic (in Rs.)	12.34	12.71
Diluted (in Rs.)	12.32	12.69

### 39. Other Statutory Information :

- (i) The Group does not have any Benami property or any proceeding is pending against the Group for holding any Benami property.
- (ii) The Group do not have any transactions with companies struck off.
- (iii) The Group do not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- (iv) The Group has not traded or invested in crypto currency or virtual currency during the financial year.
- (v) The Group has not advanced or loaned or invested any funds (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other persons or entities, including foreign entities (Intermediaries) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Group (Ultimate Beneficiaries).
- (vi) The Group has not received any fund from any parties (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Group is not classified as wilful defaulter by Reserve Bank of India.
- (viii) The Group doesn't have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 such as search or survey.

- 40.** (a) On 26 April 2023, the Board of Directors of the Company have approved an allotment of 580,500 equity shares of Rs. 10/- (Rupees Ten each) of the Company to Syngene Employee Welfare Trust at face value pursuant to the shareholders' approval at the Annual General Meeting on 24 July 2019 to allot fresh equity shares upto 1.67% of the paid-up equity capital of the Company in tranches for the purpose of implementation of the Syngene International Limited - Restricted Stock Unit Long Term Incentive Plan FY 2020.
- (b) On 24 April 2024, the Board of Directors of the Company have approved an allotment of 521,981 equity shares of Rs. 10/- (Rupees Ten each) of the Company to Syngene Employee Welfare Trust at face value pursuant to the shareholder's approval at the Annual General Meeting on 24 July 2019 to allot fresh equity shares upto 1.67% of the paid-up equity capital of the Company in tranches for the purpose of implementation of the Syngene International Limited - Restricted Stock Unit Long Term Incentive Plan FY 2020.
- 41.** On 26 April 2023, the Board of Directors recommended a final dividend of Rs. 1.25 per equity share of Rs. 10/- (comprising a regular dividend of Rs.0.5 per share and a special additional dividend of Rs. 0.75 per share to mark the 30th anniversary of the founding of the Company in November 1993). The shareholders approved the dividend in the Annual General Meeting held on 26 July 2023 and was subsequently paid.
- 42.** On 24 April 2024, the Board of Directors recommended a final dividend of Rs. 1.25 per equity share of Rs. 10/-. The proposed dividend is subject to the approval of the shareholders in the Annual General Meeting. The shareholders approved the dividend in the Annual General Meeting held on 24 July 2024 and was subsequently paid.

### 43. Acquisition through Slump Sale:

On 04 July 2023, the Company's Board of Directors entered into a binding term sheet for acquiring Unit 3 biologics manufacturing facility in Bangalore, India, from Stelis Biopharma Limited (SBL). The unit has been acquired effective 01 December 2023 on a slump sale basis at a total cash consideration of Rs. 5,632.

The acquisition will add 20,000 litres of installed biologics drug substance manufacturing capacity for Syngene. The site has the potential for future expansion of up to a further 20,000 litres of biologics drug substance manufacturing capacity. It also includes a commercial scale, high speed, fill-finish unit – an essential capability for drug product manufacturing.

## Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in Indian Rupees Million, except share data and per share data, unless otherwise stated)

The Company has carried out a preliminary purchase price allocation between tangible assets and other balances taken over to assess the fair value as on the acquisition date and accordingly recorded a capital reserve of Rs 39.

The following table summarises major class of the assets and liabilities taken over:

Particulars	
Property, plant and equipment	6,207
Other assets	104
Capital creditors	(638)
Other liabilities	(2)
<b>Value of business taken over (A)</b>	<b>5,671</b>
<b>Purchase consideraion (B)</b>	<b>5,632</b>
<b>Capital reserve (C=B-A)</b>	<b>(39)</b>

- 44.** During the quarter ended 31 March 2025, the Company has acquired biologics site in the USA fitted with multiple monoclonal antibody (mAbs) manufacturing lines from Emergent Manufacturing Operations Baltimore, LLC (a subsidiary of Emergent BioSolutions Inc.). This acquisition will increase the company's total single-use bioreactor capacity to 50,000L for large molecule discovery, development, and manufacturing services. This acquisition will also increase the options that can be offered to global customers, providing commercial scale biologics manufacturing capabilities across our global network. The transaction has been classified as an 'asset acquisition' under Ind AS 103. The costs incurred till 31 March 2025 eligible for capitalization are being accumulated as Capital Work in Progress amounting to Rs 2,981 million (USD 34.89 million). An amount of Rs 311 million (USD 3.64 million) has been capitalized as Land. These amount includes pre-transaction costs of Rs 101 million (USD 1.18 million).

### 45. Events after reporting period

- a) On 23 April 2025, the Board of Directors of the Company have approved an allotment of 402,439 equity shares of Rs. 10/- (Rupees Ten each) of the Company to Syngene Employees Welfare Trust at face value pursuant to special resolution passed through Postal Ballot on 23 April 2023 to allot fresh equity shares upto 0.55% (2,200,000 shares) of the paid-up equity capital of the Company in tranches for the purpose of implementation of the Syngene Long Term Incentive Performance Share Plan 2023.
- (b) On 23 April 2025, the Board of Directors recommended a final dividend of Rs. 1.25 per equity share of Rs. 10/-. The proposed dividend is subject to the approval of the shareholders in the Annual General Meeting.

for **B S R & Co. LLP**

Chartered Accountants

Firm registration number: 101248W/W-100022

**G Prakash**

Partner

Membership number: 099696

Bengaluru

Date: 23 April 2025

for **and on behalf of the Board of Directors of Syngene International Limited**

**Kiran Mazumdar Shaw**

Chairperson

DIN: 00347229

**Deepak Jain**

Chief Financial Officer

Bengaluru

Date: 23 April 2025

**Peter Bains**

Managing Director & Chief Executive Officer

DIN: 00430937

**Priyadarshini Mahapatra**

Company Secretary

FCS Number: F8786

# Notice

Notice is hereby given that the 32nd Annual General Meeting ("AGM") of Syngene International Limited will be held on Wednesday, July 23, 2025, at 3:30 PM IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

## ORDINARY BUSINESS:

### Item No. 1: Adoption of Audited Financial Statements

To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025

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

**"RESOLVED THAT** pursuant to Section 137 of the Companies Act, 2013 and Regulation 33 and 41 of the SEBI LODR, 2015 the audited standalone financial statements of the Company including the balance sheet as at March 31, 2025, profit and loss account, the cash flow statement for the year ended on that date, report of Board of Directors and auditors thereon and the audited consolidated financial statements of the Company including auditor's report thereon be and are hereby received, considered and adopted."

### Item No. 2: Declaration of Dividend

To declare a final dividend of Rs. 1.25 per equity share for the Financial Year ended March 31, 2025.

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

**"RESOLVED THAT** pursuant to Section 123 of the Companies Act, 2013, read with relevant rules, if any framed thereunder, a final dividend at the rate of Rs. 1.25 per equity share having a face value of Rs. 10 each, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2025, and that the same be paid to those members whose names appear in the Company's Register of Members and in the Register of Beneficial Owners maintained by the Depositories as on the record date."

### Item No. 3: To consider and approve the appointment of Professor Catherine Rosenberg (DIN: 06422834) as Director liable to retire by rotation.

To appoint a Director in place of Professor Catherine Rosenberg (DIN: 06422834), Non-Executive Director, who retires by rotation and being eligible, offers herself for re-appointment.

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, if any, Professor Catherine Rosenberg (DIN: 06422834), who retires by rotation at this Meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

## SPECIAL BUSINESS:

### Item No. 4: To appoint M/s V Sreedharan & Associates, Company Secretaries, as secretarial auditors of the Company and to fix their remuneration.

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

**"RESOLVED THAT** pursuant to the section 204 of Companies Act, 2013 provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and any other statutory modifications and enactment therefore for the time being imposed, and based on the recommendation of the Board of Directors, approval of the shareholders be and is hereby accorded for the appointment of M/s. V. Sreedharan & Associates (Firm, Reg. No: P1985KR014800) Firm of Peer Reviewed Company Secretaries, holding Peer Review Certificate Number 5543/2024, as the Secretarial Auditors of the Company for a term of five consecutive years, until the Annual General Meeting to be held in the year 2030 to conduct the secretarial audit, at a remuneration and applicable taxes, as mutually agreed between the Secretarial Auditors and the Board, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to finalize the conditions of the appointment and do all acts, deeds, and things necessary to give effect to this resolution and to file the necessary forms and returns with the ROC, Stock Exchanges as may be required.

### Item No. 5: To approve and recommend the appointment of Ms. Vinita Bali (Din: 00032940), as a Non-Executive Director

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

**"RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the provisions of the Articles of Association of the Company, Ms. Vinita Bali (DIN: 00032940) who was appointed as an Additional Director (Non-Independent, Non-Executive) be and is hereby appointed as a Non-Executive Director of the Company with effect from July 22, 2025 till July 21, 2026, eligible to retire by rotation;

**RESOLVED FURTHER THAT** any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for the appointment of Ms. Vinita Bali (DIN: 00032940) as a Non-Executive Director on the Board of the Company."

## Item No. 6: To approve the termination of Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020 .

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

**"RESOLVED THAT** in accordance with the powers vested under the Syngene Restricted Stock Unit (RSU) Long Term Incentive Plan FY 2020 ("RSU Plan"), applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof), Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the applicable guidelines and clarifications issued by any statutory/regulatory authorities, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to terminate the RSU Plan with immediate effect, as detailed in the annexed explanatory statement.

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

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

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

By Order of the Board of Directors  
For Syngene International Limited

**Kiran Mazumdar Shaw**  
Non-Executive Chairperson

Place: Bangalore  
Date: June 06, 2025

### Registered Office:

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

## NOTES:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") has permitted the holding of the AGM through VC / OAVM, without the physical presence of the Shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 32nd Annual General Meeting of the Company is being held through VC / OAVM hereinafter called as "AGM". Hence, Shareholders can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and the same will also be available at the website of the Company at [www.syngeneintl.com](http://www.syngeneintl.com). The deemed venue for the meeting shall be Biocon Campus, 20th K.M. Hosur Road, Hebbagodi, Bangalore, Karnataka 560 100, India.
2. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories"
3. The Notice along with Annual Report for FY 2024-25 will be sent through e-mail to those members whose name will appear in the register of members received from the depositories/ Registrars and Share Transfer Agents as on June 20, 2025. In case any Member is desirous of obtaining a hard copy of the Annual Report for the FY 2025-25 of the Company, he/she may send a request to the Company's e-mail address at [investor@syngeneintl.com](mailto:investor@syngeneintl.com) mentioning Folio No./DP ID and Client ID.
4. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the Special business under Item Nos. 4, 5 and 6 of the Notice, is annexed hereto. Further, the relevant details with respect to said Item Nos. to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM are also annexed.
5. Company has appointed KFin Technologies Limited ("KFintech"), Registrars and Share Transfer Agents ("RTA"), to provide VC/OAVM facility for the AGM of the Company.
6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment



of proxies by the Shareholders will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

7. The attendance of the members participating in the 32nd AGM through VC/OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Only bona fide members of the Company whose names appear on the Register of Members, will be permitted to attend the AGM through VC/OAVM. The Company reserves the right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
9. The facility for joining AGM through VC/OVAM will be available for up to 2,000 Members. Members may join on a first come first serve basis. However, the above restriction shall not be applicable to members holding more than 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel(s), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. Members can login and join 15 (fifteen) minutes prior to the scheduled time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.
10. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through the registered email address of the Institutional / Corporate Shareholders at email sree@sreedharancs.com with a copy marked to evoting@kfintech.com and investor@syngeneintl.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Event No." The documents should reach the Scrutinizer on or before 17:00 hours on July 22, 2025. Institutional shareholders, who are members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility.
11. In the case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to inspect may send their request through an email at investor@syngeneintl.com up to the date of the 32nd AGM.
13. All documents referred to in the accompanying Notice of the 32nd AGM shall be open for inspection at the Registered Office of the Company/Electronic mode during normal business hours (8:15 am to 5:15 pm) on all working days except Saturdays and Sundays, up to and including the date of the AGM of the Company. Members who wish to inspect may send their request through an email at investor@syngeneintl.com up to the date of 32nd AGM.
14. Shareholders holding shares in Electronic (demat) form are advised to inform the particulars of their bank account, change of postal address and email address to their respective Depository Participants only. The Company or its RTA cannot act on any request received directly from the shareholders holding shares in demat mode for changes in any bank mandates or other particulars.
15. Shareholders holding shares in physical form are advised to inform the particulars of their bank account, change of postal address and email address if any to KFin Technologies Limited (Unit: Syngene International Limited), Plot 31-32, Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the Secretarial Department of the Company at the registered office address.
16. Shareholders holding shares in Electronic (demat) form or in physical mode are requested to quote their DPID & Client ID or Folio details respectively in all correspondences, including dividend matters to KFIN Technologies Limited (Unit: Syngene International Limited), Plot 31-32, Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the Secretarial Department of the Company.
17. Shareholders holding shares in Electronic (demat) form who have not registered their email IDs with the depository participants, are requested to register their email address with their depository participants and those holding shares in physical form, are requested to submit their request with their valid e-mail address to Kfintech at suresh.d@kfintech.com or to the Company at investor@syngeneintl.com for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company..
18. Dematerialization of Shareholding : As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and relogged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Kfintech for assistance in this regard.
19. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, / Form ISR– 5 the format of which is available on the Company's website at www.syngeneintl.com and on the website of the Company's Registrar and Transfer Agents, KFin Technologies Limited at https://ris.kfintech.com . It may be noted that any service request can be processed only after the folio is KYC Compliant.
20. Members may note that the Notice of the 32nd AGM and Annual Report 2024-25 will also be available on the Company's website www.syngeneintl.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com

and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFinTech at <https://evoting.kfintech.com/public/Downloads.aspx>.

21. Company has fixed the cut-off date as Wednesday, July 16, 2025 for determining the eligibility of shareholders entitled to vote through remote e-voting and at the AGM. The remote e-voting shall remain open for a period of 5 days commencing from Friday, July 18, 2025 (9:00 hours) to Tuesday, July 22, 2025 (17:00 hours) (both days inclusive). The e-voting module shall be disabled for voting thereafter. Those shareholders, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
22. The Company has appointed Mr. V Sreedharan, Practicing Company Secretary, Partner of M/s V Sreedharan & Associates, Company Secretaries, Bengaluru (FCS 2347; CP 833) and in his absence Mr. Pradeep B Kulkarni, Practicing Company Secretary, Bengaluru (FCS 7260; CP 7835), Partner of the same firm as Scrutinizer to scrutinize the e-voting process in fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website.
23. As per Section 124(5) of the Act, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account, is liable to be transferred by the Company to the "Investor Education Protection Fund" (IEPF) established by the Central Government under the provisions of Section 125 of the Act. Shareholders are requested to note that as per section 124(6) of the Act, all shares in respect of which Dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the IEPF. Pursuant to IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2025 on the website of the Company at [www.syngeneintl.com](http://www.syngeneintl.com) and on the website of the Ministry of Corporate Affairs. Shareholders may approach the Nodal Officer i.e. Company Secretary of the Company to claim the unclaimed dividend which is yet to be transferred to IEPF by the Company.
24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
25. The details of the process and manner for participating in the 32nd AGM through VC/OAVM are explained below:
  - a. Members may attend the AGM through a video conferencing platform provided by KFin Technologies Limited. Members may access the same at <https://emeetings.kfintech.com> and click on the "video conference" and access members login by using the remote e-voting credentials. The link for AGM will be available in members login where the EVEN and the name of the company can be selected.
  - b. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions

provided in the "Procedure for Remote e-Voting" mentioned in the notice.

- c. Please note that participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- d. **Questions and Queries :** Members who may want to express their views or ask questions at the AGM may visit <https://emeetings.kfintech.com> and click on the tab "Post Your Queries Here" to write your queries in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall remain active during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.
- e. **Speaker Registration:** Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at [investor@syngeneintl.com](mailto:investor@syngeneintl.com) from Friday, July 18, 2025 (9:00 hours) to Tuesday, July 22, 2025 (17:00 hours). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- f. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. Members may click on the voting icon ('vote now') on the left side of the screen to cast their votes.

#### Dividend Related Information

- I. Final dividend for the financial year ended March 31, 2025, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid within 30 days from the date of shareholders' approval to those members whose name appear on the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, June 27, 2025.
- II. Members holding shares in electronic form are hereby informed that Bank particulars registered with their respective Depository Participant (DPs), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
- III. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the

PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

- IV. Members holding shares in physical/electronic form are requested to submit their bank account details, if not already registered.
- V. Shareholders holding shares in dematerialized mode are requested to register complete bank account details with DPs and shareholders holding shares in physical mode shall send a duly signed request letter in ISR 1 to KFinTech mentioning the name, folio no, bank details, self-attested PAN card and original cancelled cheque leaf. In case of absence of name of the first Shareholder on the original cancelled cheque or initials on the cheque, a bank attested copy of first page of the Bank Passbook/ Statement of Account along with the original cancelled cheque shall be provided.
- VI. In case the Company is unable to pay the dividend to any Shareholder by electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrants/demand drafts to such Shareholder by post.
- VII. Pursuant to the amendments made by the Finance Act 2020, dividend paid by a company on or after April 1, 2020, is taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) / withholding tax from dividend paid to shareholders at the prescribed rates. The shareholders are requested to update their PAN, address, category, and residential status with KFin Technologies Limited (in case of shares held in physical mode) and with DPs (in case of shares held in demat mode). SEBI has also mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market.
- VIII. A separate email communication was sent to the shareholders on June 25, 2025 informing applicable provisions of the Income-tax Act, 1961 regarding deduction of TDS, rate of TDS the relevant procedure to be adopted by them/and format of documents to be submitted by the shareholders to avail the benefit for availing of lower / nil rate of TDS, wherever applicable.

- IX. The said communication and draft of the exemption forms and other documents/formats are available on the Company's website at <https://www.syngeneintl.com/>. The resident and non-resident shareholders can upload the scanned copies of the requisite applicable documents at <https://ris.kfintech.com/form15/> or email the same to the Company at [dividend.tax1@syngeneintl.com](mailto:dividend.tax1@syngeneintl.com) on or before July 10, 2025, to enable the Company to determine applicable amount of TDS/withholding tax.

#### **INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING ARE AS UNDER:**

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per Regulation 44 of the SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 ("the SEBI Listing Regulations"), the Company is providing e-voting facility through KFin Technologies Limited ('KFinTech') on all resolutions set forth in this AGM Notice, to Members holding shares as on Wednesday, July 16, 2025, being the "cut-off date" fixed for determining the eligible members to participate in the remote e-voting process. The instructions for e-Voting are given below.

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants.

Individual demat account holders would be able to cast their vote without registering with the e-Voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their Depository Participants (DPs) to access e-Voting facility.

Any person holding shares in physical form and non-individual shareholders, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if the shareholder is already registered with KFinTech for remote e-Voting then the shareholder may use existing User ID and password for casting the vote.

The details of the process and manner for remote e-Voting are explained herein below:

**Step 1 : Login method for Individual shareholders holding securities in demat mode is given below.**

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

NSDL	CDSL
<p><b>1. User already registered for IDeAS facility:</b></p> <p>I. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider (i.e. KFinTech) and you will be re- directed to e-Voting service provider website for casting the vote during the remote e-Voting period</p> <p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link :<a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1.</p> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL:</b></p> <p>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech.</p> <p>V. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.</p>	<p><b>1. Existing user who has opted for Easi / Easiest</b></p> <p>I. URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e- Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Post registration is completed, follow the steps given in point 1.</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL:</b></p> <p>I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide demat account number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered mobile and Email as recorded in the demat account.</p> <p>IV. After successful authentication, user will be provided links for the respective e-Voting Service Provider i.e. KFINTECH where the e-Voting is in progress.</p> <p>V. Click on company name and you will be redirected to KFinTech e-voting website for casting your vote during the remote e-voting period</p>

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

- I. You can also login using the login credentials of your demat account through your demat accounts / websites of Depository Participants registered with NSDL /CDSL for e-Voting facility.
- II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
- III. Click on options available against company name or e-Voting service provider – **KFinTech** and you will be redirected to e-Voting website of **KFinTech** for casting your vote during the remote e-Voting period without any further authentication.

#### Important note:

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

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

**Step 2 : Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- A. Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
  - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
  - ii. Enter the login credentials (i.e. User ID and password). In the case of physical folio, User ID will be EVEN (E-Voting Event Number) 8086 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e- voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the EVEN for the Company and click on "Submit".
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folio/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item on the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm or else "CANCEL" to modify. Once you have voted on the

resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- B. Members whose email IDs are not registered with the Company/ Depository Participants(s)], will have to follow the following process:
  - i. Members who have not registered their email address and in consequence the AGM Notice cannot be serviced, may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for receiving the AGM Notice and the e-voting instructions.
  - ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

**OTHER INSTRUCTIONS**

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech's Website) or contact Mr. Suresh Babu, (Unit: Syngene International Limited) of KFinTech, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com) or phone no. 040 – 6716 2222 or call toll free No. 1800-309-4001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The voting rights of members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. on Day, Month Date, Year.
- d. Any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:
  - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

**Example for NSDL:** MYEPWD <SPACE> IN12345612345678

**Example for CDSL:** MYEPWD <SPACE> 1402345612345678

**Example for Physical:** MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Members may call KFinTech toll free number 1800-309-4001 for any assistance.
- iv. Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com).

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

### Item No. 4: Appointment of Secretarial Auditor of the Company

The Securities and Exchange Board of India (SEBI) vide its amendment to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), dated December 20, 2024 has mandated that the appointment or re-appointment of the Secretarial Auditor shall be approved by the shareholders in the general meeting, upon recommendation by the Board of Directors.

In compliance with the said requirements, the Board of Directors of the Company, at its meeting held on April 23, 2025, considered and approved, subject to the approval of the shareholders, the appointment of M/s. V. Sreedharan & Associates (Firm, Reg. No: P1985KR014800) Firm of Peer Reviewed Company Secretaries, holding Peer Review Certificate Number 5543/2024 as the Secretarial Auditors of the Company for a term of five consecutive years, until the Annual General Meeting to be held in the year 2030 to conduct the secretarial audit, at a remuneration and applicable taxes, as mutually agreed between the Secretarial Auditors and the Board, from time to time.

The said firm is a Peer Reviewed Firm of Company Secretaries under the guidelines issued by the Institute of Company Secretaries of India (ICSI) and has extensive experience in conducting secretarial audits for listed entities and advising on corporate governance, SEBI regulations, and Companies Act matters.

#### Term and Remuneration:

It is proposed to appoint M/s. V. Sreedharan & Associates as Secretarial Auditor for **a term of five years** and for the at a yearly remuneration of **Rs. 2,80,000** (Rupees [Two Lakh Rupees Eighty Thousand Only]) plus applicable taxes and reimbursement of actual out-of-pocket expenses incurred during the course of the audit. Revision, if any, to the fees for subsequent year(s) of their term, shall be approved by the Board of Directors of the Company (including its Committee(s) thereof), as may be required from time to time

There is no material change in the remuneration paid to the previous Secretarial Auditor. The proposed remuneration is in line with the industry standards and the professional standing of the firm.

#### Recommendation and Rationale:

The Board recommends the appointment of M/s. V. Sreedharan & Associates as the Secretarial Auditors of the Company based on their proven track record, professional competence, and subject matter expertise in the field of corporate laws and governance applicable to listed entities. The firm's peer-reviewed status ensures adherence to high professional standards and quality of audit processes.

This recommendation also aligns with the SEBI-mandated independence requirements, as the firm satisfies all prescribed eligibility norms, including those relating to independence, tenure, and restrictions on non-audit services. The appointment for a continuous term of five years will also provide consistency and depth to the audit process, enabling better oversight of the Company's secretarial and regulatory compliance framework.

Accordingly, the Board seeks approval of the shareholders for the appointment of M/s. V. Sreedharan & Associates as the Secretarial Auditors of the Company for the proposed term.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution as set out in Item No. 4 of the accompanying Notice for approval by the shareholders as an **Ordinary Resolution**.

### Item No. 5: To approve and recommend the appointment of Ms. Vinita Bali (DIN: 00032940), as a Non-Executive Director

In light of recent changes in the senior management and Board composition, and in recognition of Ms. Vinita Bali's valuable contributions as the Lead Independent Director, the Board, based on the recommendation of the Nomination and Remuneration Committee, it is proposed to appoint Ms. Bali as a Non-Executive, Non-Independent Director for a one-year term from July 22, 2025, to July 21, 2026, to provide continuity and support.

The Company will continue to comply with the Board composition requirements under SEBI (LODR) Regulations, 2015, despite this change in her directorship status. Ms. Bali has submitted the requisite consent and disclosures in accordance with applicable laws.

Ms. Bali will be liable to retire by rotation in terms of the provisions of the Companies Act, 2013.

Pursuant to Regulation 17(IC) of the Securities and Exchange Board of India (SEBI) (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is being obtained at this General Meeting.

The profile and specific areas of expertise of Ms. Bali are provided in the annexure to this Notice. Accordingly, the Board recommends the resolution set forth in Item No. 5 for approval of the members of the Company by way of Ordinary Resolution.

Except Ms. Bali and her relatives, no other director(s) and Key Managerial Personnel or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution. Ms. Bali is not related to any other Director or Key Managerial Personnel of the Company.

### Item No. 6: To approve the termination of Syngene Restricted Stock Unit Long Term Incentive Plan 2023 .

The shareholders, at the 26th Annual General Meeting of the Company held on July 24, 2019 have approved the "Syngene Restricted Stock Unit Long Term Incentive Plan FY 2020" (hereinafter referred to as "the RSU Plan") designed to drive performance to achieve the Board approved strategic plan for FY2020-24. The RSU Plan is administered by the Syngene Employees Welfare Trust. Considering that the RSU Plan is a non rolling plan and the company has introduced Long-term incentive plans in 2023, the Company has discontinued granting units under the RSU Plan and does not intend to issue any further grants under the said Plan in future. The Trust has some surplus shares under this Plan, which has arisen due to the lapse of units granted to the employees over the years. These surplus shares may further



increase due to a lapse of units in the future. In order to use the cash and surplus shares lying with the Syngene Employee Welfare Trust on account of the RSU Plan, the Board, based on the recommendation of the Nomination and Remuneration Committee, approved the termination of the RSU Plan, and the transfer of the cash and surplus shares to the other share benefit schemes/ plans (existing or future) implemented or to be implemented by the Company, after meeting all the obligations under the RSU Plan. The members may note that the termination of the RSU Plan, shall not affect options already offered and granted under the RSU Plan to any grantee. Such options shall remain in full force and effect as if the RSU Plan had not been terminated. Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution set out in item no. 6 of the Notice for approval of the members by way of Special Resolution. A copy of the RSU Plan is available on the website of the Company.

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

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

## ADDITIONAL INFORMATION ON DIRECTOR(S) SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 32ND AGM

[Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by ICSI]

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

### Brief resume of Directors:

#### 1. Catherine Rosenberg

##### Non-Executive Director

Professor Rosenberg is the Canada Research Chair in the Future Internet, the Cisco Research Chair in 5G Systems and a professor in electrical and computer engineering at the University of Waterloo, Canada. She is a Fellow of the Institute of Electrical and Electronics Engineers and of the Canadian Academy of Engineering. At Syngene, she is Chairperson of the Corporate Social Responsibility Committee, and a member of the Nomination & Remuneration Committee, the Stakeholders Relationship & ESG Committee and the Science & Technology Committee.

Name of the Director	Catherine Rosenberg
Category	Non-Executive Director
DIN	06422834
Date of Birth	23/05/1961
Date of Appointment	08/08/2000
Tenure of Appointment/Re-appointment	NA
Nature of expertise in Specific Functional Areas	Refer Section on Board Skill, Expertise and Competencies, Corporate Governance Report
Disclosure of relationship with Directors inter-se	Related to Kiran Mazumdar Shaw
Directorship held in other Companies	None

Name of the Director	Catherine Rosenberg
Membership of Committee in other Companies, if any	None
Shareholding as on 31st March, 2025	8806 Equity Shares (jointly held with Ravi Mazumdar)
Listed entities from which the Director has resigned in the past three years	None
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Section on Board Skill, Expertise and Competencies, Corporate Governance Report

#### 2. Vinita Bali

##### Non-Executive Director

Ms. Vinita Bali is a global business leader with extensive experience in leading and transforming large companies both in India and overseas. She served as Chief Executive Officer & MD of Britannia Industries Ltd., from 2005 to 2014. Prior to that, she worked for The Coca-Cola Company and Cadbury Schweppes Plc in a variety of Marketing, General Management and Chief Executive roles in the UK, Nigeria, South Africa, USA and Chile. At present, she is a Non-Executive Director on the global boards of SATS Ltd and Cognizant Technology Solutions, and in India, she serves on the board of Bajaj Auto Limited. During her tenure at Syngene as the Lead Independent Director, she was the Chairperson of the Nomination & Remuneration Committee and a member of the Audit Committee and the Corporate Social Responsibility Committee.

Name of the Director	Vinita Bali
Category	Non-Executive Director
DIN	00032940
Date of Birth	11/11/1955
Date of Appointment	22/07/2025
Tenure of Appointment/Re-appointment	1 year
Nature of expertise in Specific Functional Areas	Refer Section on Board Skill, Expertise and Competencies, Corporate Governance Report
Disclosure of relationship with Directors inter-se	None
Directorship held in other Companies	5
Membership of Committee in other Companies, if any	1
Shareholding as on 31st March, 2025	-
Listed entities from which the Director has resigned in the past three years	CRISIL Limited as an Independent Director, Member Board of Governors of Indian Institute of Management, Bangalore
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Section on Board Skill, Expertise and Competencies, Corporate Governance Report



# Glossary

**Antibody:** An antibody is a large, Y-shaped protein used by the immune system to identify and neutralize foreign objects such as pathogenic bacteria and viruses known as antigen.

**Antigen:** An antigen is any substance from the environment, such as chemicals, bacteria, viruses, or pollen that causes the immune system to produce antibodies against it.

**Bacteria:** Bacteria are microscopic, single-celled organisms and are found almost everywhere on Earth. Some bacteria are harmful, but most serve a useful purpose. They support many forms of life, both plant and animal, and they are used in industrial and medicinal processes.

**Bispecific antibodies (BsAbs):** Lab-created proteins given intravenously that mimic the body's natural antibodies. Unlike regular antibodies, which only bind to a single antigen, bispecific antibodies attach to two different antigens simultaneously.

**Biologics:** A biologic drug (biologics) is a product that is produced from living organisms or contain components of living organisms. Biologic drugs include a wide variety of products derived from human, animal, or microorganisms by using biotechnology.

**Cell line:** Cells of a single type (human, animal, or plant) that have been adapted to grow continuously in the laboratory and are used in research.

**Chromatography:** Chromatography is the physical process of separating or analyzing complex mixtures. Chromatography is used in industrial processes to purify materials, test trace amounts of contaminants, isolate chiral compounds and quality control test products.

**Chirality:** This phenomenon occurs when a mirror image of a chemical structure of drug substance cannot be superimposed. These are termed as chiral impurities and may have toxic effects on patients.

**Drug:** A substance intended for use in the diagnosis, cure, mitigation, treatment, or prevention of disease.

**Drug Substance (DS):** Also called as active pharmaceutical ingredient, API or pharmacologic substance. It is the main ingredient in a medicine that causes the desired effect of the medicine.

**Drug Product (DP):** The drug substance together with added agents is called the drug product or 'Finished Product'.

**Design of Experiments (DOE):** A systematic, efficient method that enables scientists and engineers to study the relationship between several input variables and critical output variables.

**Electronic Laboratory Notebook (ELN):** A computer program designed to replace paper laboratory notebooks. They are used by scientists and technicians to document research, experiments, and procedures performed in a laboratory.

**Epilepsy:** A neurological disorder where nerve cells in the brain fail to communicate correctly, leading to seizures. These seizures are sudden, uncontrolled surges of electrical activity.

**Epitopes:** Precise site on the antigen where the immune system's receptors attach, triggering an immune response.

**Hybridoma cell lines:** These are widely used to create mAbs. This is achieved by immunizing a mouse with a target antigen, thereby eliciting an immune response. The immunized mouse spleen will produce anti-bodies to the target antigen.

**HLA proteins:** These are found on most cells and are essential for the immune system. They help distinguish the immune system to recognize "self" versus "non-self" antigens.

**In Vivo:** In Vitro refers to a medical test, experiment, or procedure that is done on a living organism, such as a laboratory animal or human.

**In Vitro:** In Vitro refers to a medical study or experiment which is done in the laboratory within the confines of a test tube or laboratory dish.

**Kaizen:** A Japanese business philosophy of continuous improvement of working practices, personal efficiency

**Large molecule:** Large molecules are therapeutic proteins. They are also known as biologics.

**Small molecule:** Small molecules are low molecular weight compounds that can be synthesized through organic chemistry.

**Transposon:** A DNA sequence that can change its position within the genome, sometimes creating or reversing mutations and altering the cell's genetic identity. Also known as "jumping genes."

**Vaccine:** A substance used to stimulate the body's immune response against diseases. Vaccines typically contain weakened or inactivated parts of a particular microorganism (antigen) that trigger an immune response, helping the body recognize and fight the disease in the future without causing the illness itself.

**Viruses:** These are tiny (microscopic) infectious agents that grow and multiply only inside living cells of an organism.

**Excipients:** Inactive substances used in pharmaceutical formulations to aid in the drug's formulation, stability and delivery of the final product. They do not have therapeutic effects.

**Bioequivalence:** When two drugs release the same active ingredient into the bloodstream at the same rate and extent.

**Pharmacokinetic studies:** Relating to how a drug is absorbed, distributed, metabolized, and excreted by the body.

**Cell Proliferation:** The process by which cells grow and divide to produce more cells.

**Topoisomerase:** An enzyme that helps manage DNA structure by cutting and rejoining strands to relieve tension during replication or transcription.

**In Silico:** Refers to experiments or simulations performed using computer models or computational methods.

## Abbreviations

**Active Pharmaceutical Ingredient (API):** Any substance or combination of substances used in a finished pharmaceutical product (FPP), intended to furnish pharmacological activity or to otherwise have direct effect in the diagnosis, cure, mitigation, treatment or prevention of disease, or to have direct effect in restoring, correcting or modifying physiological functions in human beings.

**AMBR:** The Ambr® 250 system is a high throughput, automated bioreactor system for process development with fully featured single-use 100 – 250 mL mini bioreactors.

**Contract Research Organization (CRO):** These organizations provide support to the tech, pharmaceutical, biotech and MedTech Industries.

**Good Clinical Practice (GCP):** GCP is an international quality standard for conducting clinical trials that in some countries is provided by ICH, an international body that defines a set of standards, which governments can then transpose into regulations for clinical trials involving human subjects.

**Good Laboratory Practice (GLP):** Set of rules and criteria for a quality system concerned with the organizational process and the conditions under which non-clinical health and environmental safety studies are planned, performed, monitored, recorded, reported and archived.

**Good Manufacturing Processes (GMP):** Good manufacturing practice (GMP) is a system for ensuring that products are consistently produced and controlled according to quality standards. GMP covers all aspects of production; from the starting materials, premises and equipment to the training and personal hygiene of staff.

**HPLC:** High Performance Liquid Chromatography (HPLC) is a form of column chromatography that pumps a sample mixture or analyte in a solvent (known as the mobile phase) at high pressure through a column with chromatographic packing material (stationary phase).

**IND:** An Investigational New Drug (IND) is a drug or biological drug that has not been approved for general use by the FDA. It is used in a clinical trial to investigate its safety and efficacy.

**National Accreditation Board for Testing and Calibration Laboratories (NABL):** NABL is a constituent board of Quality Council of India. NABL supports the Government, Industry Associations, and Industry in general with a scheme for third-party assessment of the quality and technical competence of testing and calibration laboratories.

**National GLP Compliance Monitoring Authority (NGCMA):** The National GLP Compliance Monitoring Authority (NGCMA) is an Indian regulatory body established to ensure Good Laboratory Practice (GLP) compliance in laboratories dealing with chemicals, pharmaceuticals, and other products.

**NDA:** New Drug Application (NDA) is the vehicle in the United States through which drug sponsors formally propose that the FDA approve a new pharmaceutical for sale and marketing.

**United States Food and Drug Administration (USFDA or FDA):** Federal agency of the United States Department of Health and Human Services. The USFDA is responsible for protecting the public health by assuring the safety, efficacy, and security of human and veterinary drugs, biological products, medical devices, our nation's food supply, cosmetics, and products that emit radiation.

**SQDECC:** An acronym representing the six elements of operational excellence - safety, quality, delivery, engagement, compliance and cost.



**SYNGENE INTERNATIONAL LIMITED**

Biocon SEZ, Biocon Park, Plot No. 2 & 3, Bommasandra Industrial Area,  
IV Phase, Jigani Link Road, Bengaluru - 560 099, Karnataka, India.

[www.syngeneintl.com](http://www.syngeneintl.com)