

## **DISCLOSURES PURSUANT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 FOR FY23**

### **SYNGENE EMPLOYEE STOCK OPTION PLAN – 2011**

#### **Details related to the Scheme**

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 14<sup>th</sup> December, 2011 and further ratified by the members subsequent to the IPO on 5<sup>th</sup> December, 2015. The Plan is administered through the Syngene Employees Welfare Trust. The Trust had subscribed to equity shares of the Company by using the proceeds from an interest free loan of Rs.150 million provided by the Company, adjusted for the consolidation of shares and bonus issues. As at March 31, 2023, the Trust held 1,652,982 (March 31, 2022 - 2,354,048) equity shares of face value Rs.10/- each. During the year ended March 31, 2023, the Trust transferred 701,066 (March 31, 2022 - 489,152) equity shares to employees who exercised their stock options.

Pursuant to the Scheme, the Company granted options to eligible employees of the Company under ESOP Plan - 2011. Each option entitles the holder to one equity share. The options under each tranche will vest in the ratio of 25%, 35% and 40% at the end of second, third and fourth year from the date of each grant respectively. The exercise period under each tranche is three years from the date of each vesting. The vesting conditions include service terms and performance grades of the employees. The options were exercisable at an exercise price of Rs 22.50 per share before the allotment of Bonus Shares. However, post Bonus, unexercised options (whether vested, unvested and yet to be granted) shall be exercisable at Rs 11.25 per share after appropriate adjustments as approved by the shareholders through Postal Ballot held in June 2019. The face value of the equity shares is Rs 10 per share.

In order to use the cash and surplus shares lying with the Syngene Employee Welfare Trust on account of the ESOP Plan, Shareholders of the Company, vide special resolution dated 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.

**A. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.**

Yes - Disclosed in Notes to Accounts – Refer note 33 in Standalone Financial Statements for the year ended March 31, 2023.

**B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.**

Yes - Disclosed in Notes to Accounts – Refer note 33 to Standalone Financial Statements for the year ended March 31, 2023.

**C. Details related to ESOS**

Sr. No.	Particulars	
	(a) Date of shareholders' approval	December 14 2011. Ratification post listing on December 5, 2015 via Postal ballot.
	(b) Total number of options approved under ESOS	6,680,000 Equity shares (adjusted for consolidation and Bonus issues March 16, 2015)
	(c) Vesting requirements	The options under each tranche will vest in the ratio of 25%, 35% and 40% at end of second, third and fourth year from the date of each grant respectively.
(i)	(d) Exercise price or pricing formula	Rs. 11.25 after Bonus Issue (for unexercised options whether vested, unvested and yet to be granted) as approved by the shareholders through Postal Ballot held in June 1, 2019.
	(e) Maximum term of options granted	3 years from date of each vesting
	(f) Source of shares (primary, secondary or combination)	Primary
	(g) Variation in terms of options	None
(ii)	Method used to account for ESOP - intrinsic or fair value	Fair Value
(iii)	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	NA

<b>Option movement during the year</b>						
<b>Syngene Employee Stock Option Plan – 2011</b>		<b>FY16</b>	<b>FY17</b>	<b>FY18</b>	<b>FY19</b>	<b>FY20</b>
(iv)	(a) Number of options outstanding at the beginning of the period	564,944	8,080	38,755	241,594	526,440
	(b) Number of options granted during the year	-	-	-	-	-
	(c) Number of options forfeited / lapsed during the year.	1,600	630	-	4,558	63,588
	(d) Number of options vested during the year	2,16,650	-	-	121,006	2,16,349
	(e) Number of options exercised during the year	346,694	5,670	24,795	131,600	193,917*
	(f) Number of shares arising as a result of exercise of options	346,694	5,670	24,795	131,600	193,917*
	(g) Money realized by exercise of options (INR), if scheme is implemented directly by the	-				
	(h) Loan repaid by the Trust during the year from exercise price received (Rs. in Million)	-				
	(i) Number of options outstanding at the end of the year	216,650	1,780	13,960	105,436	268,935
	(j) Number of options exercisable at the end of the year	216,650	1,780	13,960	105,436	43,099
*1,610 options were exercised by the Employees in the batch of March 2023 (FY23) but credited in the month of April 2023.						
(v)	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	Yes - Disclosed in Notes to Accounts – Refer note 33 in Standalone Financial Statements for the year ended March 31, 2023.				
(vi)	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -					
	(a) senior managerial personnel;	None				
	(b) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and	None				

	(c) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	None
	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	
(vii)	(a) the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;	Disclosed in Notes to Accounts – Refer note 33 to Standalone Financial Statements for the year ended March 31, 2023
	(b) the method used and the assumptions made to incorporate the effects of expected early exercise;	
	(c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	
	(d) whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.	

- D. Details related to ESPS - Not Applicable
- E. Details related to SAR - Not Applicable
- F. Details related to GEBS / RBS - Not Applicable
- G. Details related to Trust

Sr. No.	Particulars	Details
	General information on schemes	
(i)	1. Name of the Trust	Syngene International Limited Employees Welfare Trust
	2. Details of the Trustee(s)	Mr Murali Krishnan KN; Mr Nandakumar Krishnchar

	3. Amount of loan disbursed by company / any company in the group, during the year	Nil
	4. Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	Nil
	5. Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	Nil
	6. Any other contribution made to the Trust during the year	Nil
	Brief details of transactions in shares by the Trust	
	(a) Number of shares held at the beginning of the year i.e. 1 <sup>st</sup> April, 2022	2,354,048
(ii)	(b) Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	Nil
	(c) Number of shares transferred to the employees / sold along with the purpose thereof	701,066
	(d) Number of shares held at the end of the year i.e. March 31, 2023 – (a +b-c)	1,652,982
(iii)	In case of secondary acquisition of shares by the Trust	Not applicable

**DISCLOSURES PURSUANT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 FOR FY23**

**RESTRICTED STOCK UNIT LONG TERM INCENTIVE PLAN FY 2020**

**Details related to the Scheme**

The shareholders, at the 26<sup>th</sup> AGM of the Company held on 24<sup>th</sup> July, 2019 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 is administered by the Syngene Employees Welfare Trust (“**Tust**”). 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 to implement the RSU Plan. Each RSU represents one equity share. As at March 31, 2023, the Trust held 189,964 (March 31, 2022 - 369,148) equity shares of face value Rs.10/- each. During the year ended March 31, 2023, the Trust transferred 817,184 (March 31, 2022 – 427,352) equity shares to employees who exercised their stock options. During the year, the Company allotted 638,000 (March 31, 2022 – 796,500) equity shares to the Trust

Vide the special resolutions passed through postal ballot on August 30, 2020 the shareholders 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, on the Annual General Meeting held on July 20, 2022, the shareholders approved the amendment to the RSU plan by extending the scope of the RSU plan to include the employees of Biocon Limited, under the RSU plan. 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) Regulation, 2014.

The Company has granted fresh 89,704 RSUs during the FY23.

**The options will vest in the following manner:**

The vesting of RSUs for eligible employees with grant date on or before 1<sup>st</sup> August, 2020 shall be as per the following schedule:

Date	% of RSUs Vested
August 1, 2021	25%
August 1, 2022	25%
August 1, 2023	25%
August 1, 2024	25%

The vesting of RSUs for any other eligible employees with a grant date after 1<sup>st</sup> August, 2020, shall start on completion of the minimum vesting period i.e. one year from the grant date, and the vesting dates will coincide with the vesting schedule. The number of RSUs eligible for vesting shall be equally distributed over the individual’s vesting schedule. Thus, the eligible employees may have 3, 2 or 1 vesting(s) depending on their date of joining or participation in the plan. Such vesting of Options will take place in a graded manner over each vesting date, subject to eligible employee’s performance evaluation and other key parameters, as applicable. Employees who join the Company after March 31, 2023, will not be eligible for any grant under this scheme. The Nomination & Remuneration Committee has the power to modify

or accelerate the vesting schedule on a case-to-case basis subject to the minimum period of 1 (one) Year between the Grant and the first Vesting

No material change was made to the plan in FY23. Vide the special resolutions passed through postal ballot on August 30, 2020 the shareholders 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, on the Annual General Meeting held on July 20, 2022, the shareholders approved the amendment to the RSU plan by extending the scope of the RSU plan to include the employees of Biocon Limited, under the RSU plan. 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 the regulations.

**A. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.**

Yes - Disclosed in Notes to Accounts – Refer note 33 in Standalone Financial Statements for the year ended March 31, 2023.

**B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.**

Yes - Disclosed in Notes to Accounts – Refer note 33 to Standalone Financial Statements for the year ended March 31, 2023.

**C. Details related to ESOS**

Sr. No.	Particulars	
(i)	(a) Date of shareholders' approval	July 24, 2019, Modified by the Shareholders on August 30, 2020 via Postal Ballot.
	(b) Total number of options approved under ESOS	66,80,000 equity shares
	(c) Vesting requirements	As mentioned above
	(d) Exercise price or pricing formula	Face Value i.e Rs 10/- Per Share
	(e) Maximum term of options granted	As mentioned above. The Exercise period for the vested RSUs will be three years from the date of respective vesting or time period as set forth in the grant letter (not exceeding ten years from the date of respective vesting)

	(f) Source of shares (primary, secondary or combination)	Primary
	(g) Variation in terms of options	None in FY23
(ii)	Method used to account for ESOP - intrinsic or fair value	Fair Value
(iii)	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	NA
	<b>Option movement during the year</b>	
	<b>Particulars</b>	<b>Details</b>
	(a) Number of options outstanding at the beginning of the period	2,614,994
	(b) Number of options granted during the year	89,705
	(c) Number of options forfeited / lapsed during the year.	423,020
	(d) Number of options vested during the year	705,401
(iv)	(e) Number of options exercised during the year	817,184
	(f) Number of shares arising as a result of exercise of options	817,184
	(g) Money realized by exercise of options (INR), if scheme is implemented directly by the company	Nil
	(h) Loan repaid by the Trust during the year from exercise price received (Rs. in Million)	Nil
	(i) Number of options outstanding at the end of the year	1,464,493
	(j) Number of options exercisable at the end of the year	120,054
(v)	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	Yes - Disclosed in Notes to Accounts – Refer note 33 in Standalone Financial Statements for the year ended March 31, 2023.



	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -				
(vi)	(a) senior managerial personnel;	<b>Name</b>	<b>Designation</b>	<b>RSUs granted</b>	<b>Exercise Price</b>
		Joydeep Kant	Senior Vice President - Development Services	28,112	At face value
		Andrew Webster	Chief Human Resources Officer	15,353	At face value
	(b) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and	<b>Name</b>	<b>Designation</b>	<b>RSUs granted</b>	<b>Exercise Price</b>
		Atanu Roy	Senior Vice President & Group CIO	29,871	At face value
		Marc Bencivenga*	Vice President	8,978	At face value
		Robert Marquis	Executive Director – Integrated Drug Discovery	7,390	At face value
	*Marc Bencivenga left the organization during FY23.				
	(c) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	None			
		A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:			
(vii)	(a) the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;	Disclosed in Notes to Accounts – Refer note 33 to Standalone Financial Statements for the year ended March 31, 2023			
	(b) the method used and the assumptions made to incorporate the effects of expected early exercise;				
	(c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and				
	(d) whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.				

**D. Details related to ESPS - Not Applicable**

**E. Details related to SAR - Not Applicable**

**F. Details related to GEBS / RBS - Not Applicable**

**G. Details related to Trust**

Sr. No.	Particulars	Details
(i)	General information on schemes	
	7. Name of the Trust	Syngene International Limited Employees Welfare Trust
	8. Details of the Trustee(s)	Mr Murali Krishnan KN; Mr Nandakumar Krishnachar
	9. Amount of loan disbursed by company / any company in the group, during the year	Nil
	10. Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	Nil
	11. Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	Nil
	12. Any other contribution made to the Trust during the year	Nil
(ii)	Brief details of transactions in shares by the Trust	
	(a) Number of shares held at the beginning of the year i.e. 1 <sup>st</sup> April, 2022	369,148
	(b) Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	638,000
	(c) Number of shares transferred to the employees / sold along with the purpose thereof	817,184
(d) Number of shares held at the end of the year i.e. March 31, 2023	189,964	
(iii)	In case of secondary acquisition of shares by the Trust	Not applicable