

ABOUT SES

Stakeholders Empowerment Services (SES) is a Corporate Governance Research and Advisory Firm. SES assists Investors to analyze Governance Practices including matters relating to sustainability, prevalent at Listed Entities and empower Investors to undertake meaningful engagement with Investee Entities.

SES SERVICES

E-BRSR Tool: Online web-based platform to create **BRSR Report** by the Company and generate **XBRL** in seamless, cost and time effective manner

Already subscribed by HUL, Maruti, TVS Motors, Kansai Nerolac, CDSL, Hero, L&T, Wipro, Bharat Forge, Reliance Group and many others. [Read More](#)

Contact for Demo – esgdata@sesgovernance.com

SES AIMS:

Designed primarily for Institutional Investors to carry out their stewardship activities in an efficient manner.

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Proxy Advisory:

Advises Investors on the matters that require shareholder approval at Listed Entities and identify Governance Issues.

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ESG Scores:

Analyze sustainability initiatives of Companies based on various environmental, social and governance factors.

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Corporate Governance Score (CGS):

CGS model measures the Company's compliance and also evaluates the Governance Practices with respect To Global Benchmarks. [Read More](#)

E-Ballot:

A web-based, one-stop vote management system to cater to the requirements of Institutional Investors.

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Proxy Advisory Report (Addendum)

Rubicon Research Ltd

COMPANY INFORMATION

BSE CODE: 544578

NSE SYMBOL: RUBICON

ISIN: INE506V01022

Listing Date: 16th October, 2025

Industry: Pharmaceuticals

Email: investors@rubicon.co.in

Phone: +91 22 6141 4000

Registered Office: Plot No. B-75, MedOne House, Road No. 33 Wagle Estate, Thane West - 400 604, Maharashtra, India

MEETING DETAILS

Meeting Type: PB

Voting Deadline: 7th December, 2025

Notice Date: 6th November, 2025

Notice: [Click here](#)

Annual Report: [FY 2024-25](#)

E-VOTING DETAILS

e-Voting Platform: [LINKINTIME](#)

Cut-off Date: 31st October, 2025

Remote E-voting:

- **Start:** 8th November, 2025
- **Ends:** 7th December, 2025

ADDENDUM REPORT RELEASE DATE: 3rd December, 2025

Research Analyst: Pravar Bhatnagar

Conflict Disclosure: SES - No Conflict | Analyst - No Conflict



ADDENDUM

BACKGROUND

SES as per its policy, had emailed its PA Report ([Weblink](#)) to the Company on 27th November, 2025 in respect of the PB of the Company. Post release of PA Report, SES received an email from the Company on 29th November, 2025. The Company, through the email, provided its view point, which is reproduced at the last in [blue text](#).

It may be noted that the email of the Company dated 29th November, 2025 (as per SES policy framed to comply with SEBI Circular dated 3rd August, 2020 [SEBI/HO/IMD/DF1/CIR/P/2020/147](#)) has already been forwarded to SES clients as it is, without any inputs from SES.

This Addendum provides appropriate responses of SES, wherever required.

SES COMMENTS TO COMPANY'S RESPONSE

Company's View:

Resolution 1 - Approval of the Promote Agreement dated July 30, 2024, Post Listing

- 1. The promote is an inter-se arrangement between General Atlantic Singapore RR Pte. Ltd and individual promoters of the Company that include our founder Ms Pratibha Pilgaonkar and her family members who are significant shareholders of the Company. The promote arrangement does not impose any payment obligations on the Company or minority shareholders.*
- 2. The provisions relating to the promote were included in the shareholders agreement dated 15 March 2019 executed upon General Atlantic Singapore RR Pte. Ltd first becoming a shareholder of the Company.*
- 3. This shareholders agreement (including the promote related provisions therein) terminated upon the consummation of our initial public offering, in accordance with a waiver cum amendment agreement executed by the parties thereto on 30 July 2024 and in compliance with applicable law.*
- 4. Simultaneously with the execution of the waiver cum amendment agreement, a promote agreement was entered into between General Atlantic Singapore RR Pte. Ltd. and individual promoters to reflect the inter-se arrangement for payment of the promote.*
- 5. The promote agreement contemplates General Atlantic Singapore RR Pte. Ltd. sharing with the individual promoters, a portion of their realized returns above a stipulated return threshold when General Atlantic Singapore RR Pte. Ltd. completes the divestment of all its shares in the Company.*
- 6. Upside sharing for promoters is customary among companies backed by private equity investors and is an incentive for long term value creation, which in our case includes significant value already created since the investment by General Atlantic Singapore RR Pte. Ltd. in 2019.*
- 7. The present arrangement was disclosed in our offer documents that were reviewed and approved by SEBI; and complies with applicable law. Shareholder approval is being sought in accordance with regulation 26(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*
- 8. Ms Pratibha Pilgaonkar and her family members who are classified as promoters of our company did not participate in the offer for sale portion of our initial public offering and collectively owned 24.02 percent of our outstanding equity shares as of 15 October 2025. As significant shareholders, they remain invested in the Company's long-term prospects. General Atlantic Singapore RR Pte. Ltd owned 35.97 percent of our outstanding equity shares as on that date.*

SES View:

SES has raised a **governance concern** on the proposed resolution #1 due to the proposed Promoter Agreement between the Investor and the Promoters, as such agreement provides preferential/special treatment to certain individuals.

At the outset, **SES would like to reiterate that the resolution is compliant with the law**. The **governance concern** noted by SES, in its PA Report, is on account of the fact that the terms of Promote Agreement are essentially in the nature of a profit-sharing agreement.



In this regard, SES maintains its view that, while sharing of profits with the shareholders may encourage the Promoters, Employees or KMPs of the Company, it may also give rise to potential conflict of interest issues.

Further, SES understands that there is no financial impact/burden on the Company; however, the larger question that remains is - why should only select shareholders (promoters) be additionally rewarded when the transaction happens in the secondary market? Additionally, there is no clarity on the basis of determining the IRR thresholds and corresponding cash realisations.

As a result, SES is of the opinion that such agreements ensure differential treatment to certain shareholders, and allow such shareholders to exercise control over the affairs of the Company.

Based on the above, there is **no change** in the SES recommendation on resolution **#1**. However, shareholders may take note of the Company's clarification.

Company's View:

Resolution 2 - Ratification of Investor and Management Shareholders rights in accordance with Regulation 31B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Upon consummation of our initial public offering, all special rights available to the below mentioned promoters (pursuant to the shareholders agreement) under Part B of the Articles of Association stood automatically terminated, other than following special right for which shareholder ratification is sought:

- a. General Atlantic Singapore RR Pte. Ltd. has the right to nominate up to 3 nominee Directors on the Board; and*
- b. Ms. Pratibha Sudhir Pilgaonkar, Mr. Sudhir Dharendra Pilgaonkar, Mr. Parag Suganchand Sancheti, Ms. Surabhi Parag Sancheti and Terentia Venture Partners collectively have the right to nominate up to 2 nominee Directors on the Board;*

The above nomination rights of General Atlantic Singapore RR Pte. Ltd. and the promoters listed in para (b) shall terminate upon their respective shareholding in the Company falling below 10% on a fully diluted basis.

2. The Nomination and Remuneration Committee (NRC) of our Board of Directors is entrusted with the responsibility for reviewing the qualifications of all director nominees—including those nominated under the special rights—against the established skill matrix and diversity objectives. This ensures every individual contributes meaningfully to the Board's collective capabilities. All present Board members, including those nominated by promoters, are held to the same high standards of ethics, commitment, and fit with the Board's required skill matrix and diversity objectives.

3. The NRC comprises 2 independent directors and 1 non-executive director, nominated by General Atlantic Singapore RR Pte. Ltd.

SES View:

SES has raised a **governance concern** on the proposed resolution **#2** due to the grant of Special (Nomination) Rights which SES view as disproportionate to the Promoter shareholding which further leads to undermining the role of NRC. SES reiterates that when a Special Right (such as Nomination Right) is granted to an individual / Promoter, it should be in proportion to the amount of contribution they make in the Company as per their holding. When a Promoter wants to exercise such nomination rights without having their skin in the game, it is unfair to those who may hold significant stake in the Company.

Based on the above, there is **no change** in the SES recommendation on the proposed resolution **#2**. However, shareholders may take note of the Company's clarification.

Company's View:

Resolution 3 - Ratification of the Rubicon Employee Stock Option Plan 2019 of the Company.

Resolution 4 - Ratification of the Rubicon Employee Stock Option Plan 2019 to the employees of the subsidiary companies of the Company.

Resolution 5 - Ratification of Rubicon Research Limited Employees Stock Option Scheme-2022 of the Company.

Resolution 6 - Ratification of the Rubicon Research Limited Employees Stock Option Scheme- 2022 to the employees of the subsidiary companies of the Company.



1. *The Rubicon Employee Stock Option Plan 2019 (ESOP 2019) was approved by our Board of Directors and shareholders in April 2019 and Schemes A and B under ESOP 2019 were implemented thereafter. Our Board notified the Employees Stock Option Scheme 2022 (ESOS 2022) on 22 July 2022. All three schemes, i.e. Scheme A, Scheme B and ESOS 2022 form part of the ESOP 2019.*
2. *The full particulars of the options granted under the ESOP schemes were disclosed in our offer documents.*
3. *14,63,790 options were granted under Scheme A and 43,200 options were granted under Scheme B. All these options vested and were exercised prior to our initial public offering and no options remained outstanding at the time of our initial public offering.*
4. *41,87,970 options were granted under ESOS 2022. 16,35,856 options were vested, 830,921 were exercised, 945,561 were cancelled / lapsed / forfeited and 24,11,488 options remained outstanding at the time of our initial public offering.*
5. *No ESOPs have been issued at face value. For all past issuances while we were an unlisted company, the exercise price was set based on the Fair Market Value (FMV) as determined by independent valuers from time to time with the discount applied to FMV being limited to a range of 20 – 30% of FMV.*
6. *Moreover, vesting of options is linked to employees' tenure with the Company to incentivize employee retention and options vest over a 4-year period with increasing proportion in later years. Since implementation of the schemes till date, there are no instances of accelerated vesting for any employee.*
7. *All grants of options under the ESOP schemes till date are in accordance with the SEBI SBEB Regulations and the Companies Act, 2013, as amended and as applicable. Further, the ESOP 2019 and the ESOP Schemes were updated to comply with the SEBI SBEB Regulations by the Board on July 24, 2024.*
8. *Post listing of our shares, the administration and superintendence of our ESOP schemes is overseen by the NRC of our Board of Directors, of which 2 of the 3 members, including its chairperson; are independent directors.*
9. *As an export-oriented Company with operating revenue predominantly being generated in overseas markets, we have significant overseas operations via our subsidiary companies including sales and marketing in USA and research and development in Canada. We accordingly seek shareholder approval for the inclusion of subsidiary companies' eligible employees in the Company's employee stock options schemes.*

SES View:

SES has raised a **compliance and governance concern** on the proposed resolution **#3, #4, #5 & #6** due to inadequate disclosures w.r.t Exercise period, Exercise Price and the scheme provides unfettered power to the NRC to accelerate vesting conditions under resolution **#3 & #4**. Under resolution **#5 & #6** the **compliance and governance concerns identified** w.r.t the Scheme proposed to be extended to the employee of subsidiary and group companies on account of inadequate disclosures w.r.t Exercise period, Exercise Price and the scheme provides unfettered power to the NRC to accelerate vesting conditions and Potential economic benefits to a single employee appear to be excessive.

While SES acknowledges the Company's clarification regarding past grants, it is of the view that past practices cannot be considered while assessing the compliance and fairness of the Scheme, at the time of ratification, post- IPO. Consequently, the exercise price disclosure, as stated in the Notice, is not in accordance with the provisions of the SEBI Regulations.

SES is of the opinion that while certain discretion may be vested in the Board and NRC, such discretion should not be absolute and should be within reasonable limits. Absolute discretion, in contrast, undermines the spirit and intent of the law mandating such disclosure.

In the absence of a specific exercise price or a defined formula to determine it, the scheme remains non-compliant with SEBI regulations.

Further, SES reiterates that it has no objection to the extension of the ESOP scheme to the Company's subsidiary(ies). However, since, the extension is inherently linked to the scheme, and the scheme itself is non-compliant and has governance concerns, the same concerns continue to apply to the extension as well.

Therefore, based on the above, there is no change in the SES recommendation on the proposed resolution **#3, #4, #5 & #6**.



COMPANY'S EMAIL

SES team,

Kindly refer to the attached note for our response to your report.

Regards

Investor Relations Team

Rubicon Research Limited

Email Attachment – [Click here](#)



Disclaimer Sources

Only publicly available data has been used while making the report. Our data sources include Notice of Shareholders' Meeting, BSE, NSE, SEBI, Capitaline, MCA, Moneycontrol, Businessweek, Reuters, Annual Reports, Sustainability Reports, IPO Documents and Company Website.

Analyst Certification

The Analyst(s) involved in development of this Report certify that no part of the Research Analyst's compensation was, is, or will be directly or indirectly related to the specific recommendations or views expressed by the Research Analyst(s) in this Report. The concerned Research Analyst(s) and Director(s) do not have any pecuniary relationship with the Reported Company, except that they may be holding miniscule shares in the Company which does not impact their independence in respect of this Report.

SES may be a shareholder in the Company holding equity shares as disclosed on its [website](#). The objective of SES' investment is solely to obtain Shareholders' communications from the Company as a shareholder.

CAUTIONARY STATEMENT

The recommendations made by SES are based on publicly available information and conform to SES's stated Proxy-Advisory Guidelines. SES opinion is based on SES's interpretation of law and governance benchmarks, which may differ from opinion/ benchmarks of other analysts or practitioners. Further, SES analysis is recommendatory in nature and reflects how SES would have voted if it was a shareholder. Therefore, SES expects that the clients will evaluate the effect of their vote on their investments independently and diligently and will vote accordingly. Subscribers may also carry out an impact analysis of their votes and keep the same as an addendum for their records. In our opinion, Institutional investors are positioned significantly differently from other shareholders due to their ability to engage with the board and the management to bring out desired result. As a firm, it is our endeavour to improve the level of corporate governance while not causing any disruption in company's proceedings and therefore we respect the independence of investors to choose alternate methods to achieve similar results.

Disclaimer

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All disputes shall be subject to jurisdiction of High Court of Bombay, Mumbai.

Concern terminology

NC – Compliance Concern: The Company has not met statutory compliance requirements

FC – Fairness Concern: The Company has proposed steps which may lead to undue advantage to a particular class of shareholders and can have adverse impact on non-controlling shareholders including minority shareholders

GC – Governance Concern: SES questions the governance practices of the Company. The Company may have complied with the statutory requirements in letter. However, SES finds governance issues as per its standards.

TC - Disclosures & Transparency Concern: The Company has not made adequate disclosures necessary for shareholders to make an informed decision. The Company has intentionally or unintentionally kept the shareholders in dark.

Company Information



Stakeholders Empowerment Services

SEBI Reg. No. INH000000016
CIN No. -

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