

Board’s Report

Dear Members,
The Board of Directors ('the Board') hereby submits the report of the business and operations of the Company ('the Company' or 'Indegene'), along with the audited financial statements, for the financial year ended 31 March 2025.

1. FINANCIAL POSITION AND STATE OF AFFAIRS

The summary of the financial results of the Company for the year ended 31 March 2025, are as follows:

Particulars	(₹ In Millions)			
	Standalone for the year ended 31 March		Consolidated for the year ended 31 March	
	2025	2024	2025	2024
Revenue from operations	10,936	10,456	28,393	25,896
Other income, Net	904	503	1,072	763
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	2,709	2,183	6,415	5,817
Less: Depreciation/ Amortisation/ Impairment	262	311	802	761
Profit /loss before Finance Costs, Exceptional items and Tax Expense	2,447	1,872	5,613	5,056
Less: Finance Costs	62	66	220	494
Other Expenses	-	-	-	-
Profit /loss before Exceptional items and Tax Expense	2,385	1,806	5,393	4,562
Add/(less): Exceptional items	-	-	-	24
Profit /loss before Tax Expense	2,385	1,806	5,393	4,586
Less: Tax Expense (Current & Deferred)	572	427	1,326	1,219
Profit /loss for the year (1)	1,813	1,379	4,067	3,367
Total Comprehensive Income/loss (2)	-13	-1	256	79
Total (1+2)	1,800	1,378	4,323	3,446
Balance of profit /loss for earlier years	6,311	4,933	11,064	7,618
Less: Transfer to Debenture Redemption Reserve	-	-	-	-
Less: Transfer to Reserves	-	-	-	-
Less: Dividend paid on Equity Shares	-	-	-	-
Less: Dividend paid on Preference Shares	-	-	-	-
Less: Dividend Distribution Tax	-	-	-	-
Balance carried forward	8,111	6,311	15,387	11,064

2. HIGHLIGHTS OF THE YEAR & OUTLOOK

The biopharma industry has demonstrated consistent growth at a CAGR of 6.3% over the last 15 years. Covid was an unprecedented event during which the focus of the industry shifted to vaccines. Even after removing the impact of Covid from the growth numbers, the industry has still demonstrated a healthy 5.7% CAGR over the last 15 years.

After a weak FY 2023-24, where the top 30 biopharma organizations saw a 7.1% decline in their top line, FY 2024-25 was a period of low to modest growth for the industry. Most players reported a 0% to 10% growth with the industry growing at an average of 4% to 5%. FY 2025-26 seems to be a year of cautious recovery for the industry. The outlook for most of the top 20 pharma, as well as many mid-tier and small biopharma

companies, is encouraging. They are looking forward to a slew of launches and success with new products with increased optimism and a better outlook.

Corporate expansion

In India, the Company launched a new center in Hyderabad to strengthen our global delivery operations and better address growing business needs. In Europe, we launched a new entity in Spain and a new center in London. Indegene's Europe-based clients can now benefit from the London center as a strategic hub for consulting and commercialization solutions and modernize their operations with an AI-first approach. The Company is strengthening its existing employee base in the region, with skillsets spanning a wide range of areas - consulting, creative, data and analytics, engineering and customer experience. Further, the Company acquired MJL, a UK-based specialized healthcare advertising and communications agency. These align with the Company's long-term growth strategy in Europe, reiterating its commitment to enable life sciences clients in the region to be future-ready.

New technology solutions and partnerships

We launched Cortex, a fit-for-purpose Generative AI ("GenAI") platform, verticalized for the life sciences industry. As a life sciences-specialist knowledge engineering and multiagent orchestration platform, Cortex by Indegene enables life sciences leaders to adopt and scale this transformative technology with enterprise-grade governance.

Earlier in the year, we announced a strategic GenAI collaboration with Microsoft, to help life sciences companies scale up GenAI adoption and accelerate more value generation from their GenAI investments. We also partnered with the Indian Institute of Science and Ignite Life Science Foundation to help advance scientific discoveries in India.

Awards and recognition

The Company was recognized among Financial Times (FT) High-Growth Companies in Asia-Pacific 2025. Recognized for the second year in a row, the ranking features companies across Asia-Pacific with the strongest revenue growth - particularly those that harness technology or adapt business models to keep expanding. This recognition is a testimony to Indegene's growth, driven by deep medical expertise and contextualized technology capabilities.

We won two key Deloitte awards: the Technology Fast 50 (second year in a row) and Enterprise Growth Awards.

Everest Group, a leading global research and consulting firm, has recognized Indegene as a front-runner in generative AI life sciences market adoption. In its report, 'AI-deas to Action: Operationalizing Generative AI in Life Sciences', Everest Group acknowledged Indegene's comprehensive GenAI capabilities, including scale, breadth of use cases, strategic partnerships and value delivered to clients. Another leading global research firm, HFS Research, named us a Leader in GenAI in Life Sciences.

We were awarded a Silver by EcoVadis for our focus on Sustainability.

The Company won a Silver and a Bronze at the inaugural Stevie Awards for Technology Excellence for GenAI-powered medical content development and pharmacovigilance, respectively. Our ground-breaking solution, Hyper-automated AI Ecosystem for Accelerated Insights Generation, was recognized as the winner in the 'Product - Business Services' category and won at the 2025 BIG Innovation Awards. AIM Research named us the Data Engineering Company of the Year, and among the Top 50 Firms for Data Scientists to Work For. The Economic Times awarded Indegene with a Silver for our GenAI Learning & Development initiative at their Future Skills Awards 2024 Conclave.

We were named in the 'AVATAR Best Companies for Women to Work for' Hall of Fame for winning this recognition five years in a row. We were also named among the Top 50 Companies with Great Managers in India by People Business Consulting. The Great Places to Work Institute ("GPTW") recognized Indegene among India's Top 50 Best Workplaces™ in Health & Wellness 2024. We were also recognized among the Top 50 Companies with Great Managers in the Great Manager Awards 2024 by People Business. This is Indegene's second consecutive year of winning this recognition. Further, Indegene was recognized among India's Best Workplaces™ in Health & Wellness 2024 by GPTW institute.

The Company successfully concluded its IPO during the year. Effective from 13 May 2024, the equity shares of the Company (Scrip Code: 544172) and NSE SYMBOL: INDGN, got listed and admitted to dealings on the Exchange.

Additionally, the Company secured the 432nd position in the list of entities that have listed their specified securities, based on their average market capitalization from 01 July 2024 to 31 December 2024. As a result, the Company is ranked among the top 500 listed entities in its first year of listing.

3. DIVIDEND

Dividend Distribution Policy

Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has formulated and adopted a Dividend Distribution Policy ('the Policy'). The Policy is available on the Company's website: [Dividend Distribution Policy](#).

The directors are pleased to recommend a final dividend of ₹ 2/- per equity share of face value ₹ 2/- each for the financial year ended 31 March 2025., subject to the approval of members at the ensuing Annual General Meeting.

4. BOOK CLOSURE AND RECORD DATE:

The Register of Members and Share Transfer Books of the Company will be closed from Friday, 13 June 2025, to Thursday, 26 June 2025 (both days inclusive) and the Company has fixed Friday, 13 June 2025 as the "Record Date" for the purpose of determining the entitlement of members to receive final dividend for the financial year ended 31 March 2025.

5. TRANSFER TO RESERVES

During the year under review, the Board of Directors of the Company, has decided not to transfer any amounts to the Reserves.

6. CHANGE IN THE NATURE OF BUSINESS

There is no change in nature of business by the Company during the period under review.

7. SHARE CAPITAL

During the FY 2024-25, the Company successfully launched an Initial Public Offer ("IPO") of 4,07,66,550 equity shares of face value of ₹ 2/- each at an issue price of ₹ 452/- per share, comprising of fresh issue of 1,68,33,818 shares out of which 1,65,37,610 equity shares were issued at an offer price of ₹452/- per equity share to all allottees and 2,96,208 equity shares were issued at an offer price of ₹ 422 per equity share, after a discount of ₹30 per equity share to the

employees aggregating to ₹7600 mn and offer for sale of 2,39,32,732 equity shares by the selling shareholders aggregating to ₹ 10,817.59 mn Pursuant to the IPO, the equity shares of the Company were listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") on 13 May 2024. The equity shares were allotted to eligible applicants on 10 May 2024, and the listing and trading of the Company's shares commenced on 13 May 2024, on NSE and BSE.

During the year under review, the Company also allotted a total of 7,39,053 equity shares on various dates pursuant to the exercise of stock options and restricted stock units. As of 31 March 2025, the issued Share Capital of the Company stood at ₹ 48,00,15,924 divided into 24,00,07,962* equity shares of ₹2/- each.

*3,72,708 shares held by Indegene Employee Welfare Trust are not reflected in the share capital stated in the financial statements as of 31 March 2025.

8. CREDIT RATING

The Company has neither issued any debt instruments nor undertaken any fixed deposit programme or any scheme or proposal involving mobilisation of funds, whether in India or abroad. Hence, credit rating is not applicable for the FY 2024-25.

9. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

There have been no material changes and commitments, which affect the financial position of the Company, after the close of FY 2024-25 till the date of this report.

10. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed as required under The Companies (Accounts) Rules, 2014.

11. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS

During the year under review, there were no such significant and material orders passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

12. SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES

As on 31 March 2025, the Company has 22 subsidiaries including step-down subsidiaries in United States, Singapore, Mexico, Japan, China, Ireland, Canada, United Kingdom, Germany, Switzerland and Spain.

During the year, the Company's wholly owned subsidiary, Indegene Ireland Limited, acquired Indegene Spain, S.L.U. and MJL Communications Group Ltd. to strengthen its presence in Europe.

During the year, the Board of Directors reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Act, we have prepared the consolidated financial statements of the Company, which form part of this Annual Report. Further, a statement showing salient features of the financial statements of our subsidiaries in the prescribed format AOC-1 is appended as **Annexure-1** to the Board's report. The statement also provides details of the performance and financial position of each of the subsidiaries, along with the changes that occurred, during FY 2024-25. In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of its subsidiaries, are available on our website at [financial information](#).

The Company does not have any associate or joint venture Company during the period under review.

13. DEPOSITS

The Company has not accepted any deposits from the public and as such, no amount on account of principal or interest on deposits from the public was outstanding as on the date of the Balance Sheet.

14. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In terms of Section 149 of the Act, Dr. Ashish Gupta, Mr. Jairaj Manohar Purandare, Mr. Pravin Udhavara Bhadya Rao, Mr. Krishnamurthy Venugopala Tenneti and Dr. Georgia Nikolakopoulou Papatomas are the independent directors of the Company as on the date of this report. All the independent directors of the Company have provided requisite declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act along with Rules framed thereunder and Code for independent directors of the Act and Regulation 16(1) (b) of the Listing Regulations.

The members, at the 26th AGM held on 6 September 2024, approved the re-appointment of Mr. Krishnamurthy Venugopala Tenneti as Independent Director, for a second term of 5 (five) years effective 28 July 2024 to 27 July 2029.

The members, vide postal ballot concluded on 17 April 2025, approved the following:

- a) Re-appointment of Mr. Jairaj Manohar Purandare as Independent Director effective 28 April 2025 till 27 April 2030, for a term of five (5) years
- b) Re-appointment of Dr. Ashish Gupta as Independent Director effective 28 April 2025 till 27 April 2030 for a second term of five (5) years and
- c) Re-appointment of Mr. Pravin Udhavara Bhadya Rao as Independent Director effective 08 June 2025 till 07 June 2030, for a term of five (5) years.

In the opinion of the Board of Directors, the independent directors have relevant proficiency, expertise, and experience. During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, and reimbursement of expenses incurred by them to attend the meetings of the Company.

In accordance with Section 152 of the Companies Act, 2013, Mr. Mark Francis Dzialga, (DIN: 00955485) and Dr. Rajesh Bhaskaran Nair, (DIN: 00219269), retire by rotation at the ensuing AGM and being eligible, offers themselves for re-appointment. A resolution seeking members approval for their re-appointment forms a part of the Notice.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on 31 March 2025, are: Mr. Manish Gupta, Chairman, Executive Director and CEO, Dr. Sanjay Suresh Parikh, Executive Director, Mr. Suhas Prabhu, Chief Financial Officer and Ms. Srishti Ramesh Kaushik, Company Secretary and Compliance Officer.

15. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company's policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. As of 31 March 2025, the Board has ten members, consisting of two executive directors, three non-executive and non-

independent directors and five independent directors. One of the independent directors of the Board is a woman director. The details of Board and committee composition, tenure of directors, areas of expertise and other details are available in the Corporate Governance Report that forms part of this Annual Report.

The policy of the Company on directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is available on our website, at [Nomination and Remuneration Policy](#).

We affirm that the remuneration paid to the directors is as per the terms laid out in the '[Nomination and Remuneration Policy](#)' of the Company.

The Company's 'Policy on Board Diversity' is available on our website [Policy on Board Diversity](#).

The Company's policy on 'Criteria for making payment to non-executive directors' is available on our website [Criteria for Making Payment to Non-Executive Directors \(Neds\)](#).

The Company's policy on 'Terms and Conditions of Independent Directors' is available on our website [Terms and Conditions of Independent Directors](#).

16. PARTICULARS OF EMPLOYEES

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to the Report as **Annexure 2**.

The statement containing particulars of top 10 employees and particulars of employees as required under Section 197 (12) of the Act read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as a separate Annexure forming part of this report. In terms of proviso to Section 136(1) of the Act, the Report and Accounts are being sent to the members, excluding the aforesaid Annexure. The said statement is also open for inspection. Any member interested in obtaining a copy of the same may write to the Company Secretary. None of the employees listed in the said Annexure are related to any Director of the Company.

17. HUMAN RESOURCES DEVELOPMENT

At Indegene, we believe that our employees are our greatest asset. We are dedicated to hiring and retaining top talent by fostering a collaborative and transparent culture that rewards merit and high performance. Our HR strategy centers on skill development, career growth, and guiding employees along their career paths.

The Learning & Development ("L&D") team, known as iAcademy, plays a critical role in this journey by enhancing the skills and capabilities of our workforce. In line with our commitment to continuous improvement, the L&D team has focused on preparing employees to meet the evolving demands of the industry. This report outlines key achievements, initiatives, and program deliveries from the past fiscal year.

Key Achievements of the L&D Team for FY 2024-25

During the FY 2024-25, the ("L&D") team made significant strides in advancing employee skills and promoting professional growth. Some of the key initiatives delivered include:

- **Competency-based Upskilling and Cross-Skilling:** Ensuring employees acquire versatile skills to meet business needs.
- **Role and Account-Specific Learning:** Tailoring programs to specific job functions to drive productivity.
- **Enhanced OnBoarding Programs:** Strengthening organizational belongingness and integrating our culture seamlessly for new hires.
- **Open-House Workshops & Hackathons:** Promoting innovation and collaborative learning among employees.
- **Leadership Competency Building:** Preparing employees for leadership roles through targeted programs.
- **Generative AI Awareness and Adoption:** Facilitating the integration of GenAI into employee workflows.

These initiatives not only supported employee engagement and growth but also aligned directly with organizational objectives, fostering a high-performance culture across the Company.

Courses and Program Delivery

During the FY 2024-25, April 2024 to March 2025, iAcademy scaled its learning impact through diverse formats and partnerships:

- 121 Courses Delivered across behavioral, functional, technical, and leadership domains.
- 22 Programs Launched, including:
 - o 14 Learning Journeys (progressive skill development tracks).
 - o 8 Specialized Programs for domain-specific or strategic needs.
- MOOC Integrations: LinkedIn Learning and Udemy offered on-demand upskilling opportunities.

Indegene was awarded the Silver Award at the Economic Times Future Skills Awards 2024 Conclave, honoring our pioneering work in advancing Generative AI in workplace learning.

High-Performance Culture

At Indegene, excellence is expected and celebrated. We have created an environment where individual contributions directly contribute to business outcomes, ensuring alignment with the Company's strategic goals. Key actions taken this year include:

- **Performance Assessments** for identifying and rewarding high-impact contributions.
- **Accelerated Pathways** for high-potential talent to fast-track their growth.
- **Visibility with Leadership** to provide rising stars exposure to executive teams.

These initiatives have contributed to higher employee engagement and strengthened our performance-oriented culture.

Performance Management Evolution

During the FY 2024-25, we transitioned to a more dynamic and continuous growth model, moving away from annual reviews. The key enhancements include:

- **Bi-Annual Performance** Dialogues with a development-focused approach.
- **Measurable Objectives** aligned with Company strategy.
- **Real-Time Feedback** Mechanisms to support continuous improvement.

- **Data-Driven Talent Analytics** to monitor and optimize performance outcomes.

This new approach has resulted in improved engagement scores and more responsive talent management.

Future-Ready Careers at Indegene

Indegene is committed to cultivating #FutureReadyCareers by offering innovative work experiences, continuous learning opportunities, and wellness initiatives at the intersection of healthcare and technology. Our core values—Empathy, Trust, Collaboration, and Innovation—drive a culture of entrepreneurship, where employees feel valued and supported. These values also encourage employees to make a global impact in healthcare.

Recognized for leadership in life sciences digital transformation, Indegene was named a Front-Runner in GenAI Life Sciences Market Adoption by Everest Group and ranked in Deloitte's Technology Fast 50 India Program in the HealthTech category for two consecutive years. Furthermore, Indegene was honored with the Data Engineering Company of the Year award at the AIM Data Engineering Summit 2024, and earned a place among AIM's 50 Best Firms for Data Scientists to Work For.

GenAI@Work

Our GenAI@Work program equips employees to confidently and responsibly integrate Generative AI into daily workflows.

Program Highlights:

- Prompt Engineering Training and tool demonstrations (e.g., Microsoft Copilot).
- Interactive Sessions with experts from Adobe, Microsoft, and others.
- Use Case Exploration across business functions to inspire innovation.

Indegene's commitment to GenAI@Work earned us the Technology and AI Institute of the Year – Silver at the ETHRWorld Future Skills Awards 2024.

Career Competency Architecture & Individual Development Plans (IDP)

We support employees in owning their career paths through structured frameworks that align personal development with organizational goals.

- **Career Competency Architecture:** Clearly defines career progression, role expectations, and required competencies.
- **Individual Development Plans (IDPs):** Personalized goal-setting and progress tracking.
- **Leadership Competency Framework:** Develops leadership behaviors across all organizational levels.

These tools offer clarity, motivation, and structure for continuous growth.

Management Development Programs

To ensure our leadership pipeline is future-ready, we offer comprehensive, level-specific development tracks:

- **New Manager Certification Program** -Supports first-time managers in building strong, empathetic teams.
- **Future Fit Manager (FFM) 101 & 201-** A 4-month program for mid-level managers emphasizing collaboration, emotional intelligence, and execution excellence.
- **iLead Program-** Tailored for C-band leaders, focusing on strategic thinking, innovation, and organizational decision-making.

These programs collectively ensure seamless leadership transitions and sustained business excellence.

Indegene Career Acceleration Program (iCAP)

The iCAP initiative is designed for high-potential talent from top B-schools, offering a two-year, immersive development experience.

Program Structure:

- **Three Rotational Stints** across critical business areas.
- **High-Impact Assignments** aligned with strategic business goals.
- **Blended Learning Model** combining domain, behavioral, and leadership training.
- **Executive Mentorship and Coaching.**

iCAP alumni emerge as well-rounded, strategically-minded professionals ready to lead in a fast-evolving healthcare landscape.

MyHealthMatters: Holistic Wellness for a Resilient Workforce

Recognizing the link between well-being and performance, MyHealthMatters is our holistic wellness initiative designed to support physical, mental, and emotional health.

Core Offerings:

- **Wellness Webinars** led by experts in mental health, fitness, and nutrition.
- **Cultpass HOME Program:** On-demand access to yoga, workouts, mindfulness, and meal planning.
- **Employee Assistance Program** – Mind Counsellor: One-on-one mental health support delivered by Dr. Sowmya Puttaraju and team.

These offerings ensure our workforce remains resilient, supported, and empowered to thrive.

18. PREVENTION OF SEXUAL HARASSMENT (“POSH”)

Indegene believes that all its employees have the right to be treated with respect and dignity. The organisation is committed towards creating a healthy working environment that enables its employees to work without fear, prejudice, gender bias or sexual harassment.

In accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (hereinafter referred to as the ‘PoSH Act’) and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013 (hereinafter referred to as the ‘PoSH Rules’), the organisation has framed the Anti-Sexual Harassment Policy for prevention of sexual harassment at the workplace.

The same can be accessed on our website [Anti-Sexual Harassment Policy](#)

The Policy is applicable to all employees including the Company’s contract 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 Company has constituted an Internal Complaints Committee (“ICC”) to consider and resolve all sexual harassment complaints reported to this Committee. The constitution of the ICC is as per the PoSH Act and the Committee includes an external member from NGO with relevant experience.

During the year, the Company undertook several initiatives to promote awareness and prevention of sexual harassment in the workplace. Comprehensive training modules were made available to all employees, including managers, through the Company’s learning portal. A total of five awareness sessions were conducted for new joiners, covering 381 employees. In addition, an in-person awareness session was conducted specifically for housekeeping staff, covering 47 individuals. The Company also conducted half-yearly orientation sessions (two in total) for the members of the ICC to reinforce their understanding of relevant procedures and responsibilities.

During the year under review, one complaint was filed pertaining to sexual harassment in terms of the PoSH Act. However, there was no action taken by the employer / district officer. The complaint was suitably resolved as per the Company’s process. No complaints remained unresolved as on 31 March 2025.

19. EMPLOYEES STOCK OPTION PLAN / RESTRICT-ED STOCK UNIT PLAN

The primary objective of the equity-based compensation plans (Employee Stock Option Plan and Restricted Stock Unit Plan) is to reward employees for their continued association with and performance in the Company. The Company intends to utilize these Plans as a means of sharing the value and growth generated by the employees’ contributions over time. Additionally, these Plans aim to attract and retain key talent within the organization, thereby aligning employee interests with the long-term success of the Company.

Indegene Limited Employee Stock Option Plan 2020’ (‘ESOP 2020’/ ‘Plan’)

Pursuant to the resolutions passed by our Board on 29 October 2020 and the members on 13 November 2020, the company adopted the ‘Indegene Limited Employee Stock Option Plan 2020’ (‘**ESOP 2020’/ Plan**’). The ESOP 2020 was last amended pursuant to the resolutions passed by our Board on 23 November 2022 and the members on 28 November 2022 and later, ratified by the members in the AGM held on 06 September 2024.

The maximum number of options that may be granted under ESOP 2020 is 60,14,543 resulting in 60,14,543 equity shares of ₹ 2/- each. The exercise price per option shall be the fair market value of the share of the Company as on date of grant of such option.

Options granted under ESOP 2020 shall vest not earlier than the minimum period of 1 (one) year from the date of grant of options and vesting of options would be subject to continued employment with the Company and its subsidiary company(ies), or associate company or company belonging to the same group (as may be applicable) and thus the options would vest essentially on passage of time.

During the FY 2024-25, 2,83,544 options were granted to selected employees of the Company and its subsidiaries under the ESOP 2020.

Indegene Employee Restricted Stock Unit Plan 2020’ (‘RSU 2020’/ ‘Plan’)

Pursuant to the resolutions passed by our Board on 29 October 2020 and the members on 13 November 2020, the Company adopted the Indegene Employee Restricted Stock Unit Plan 2020’ (‘**RSU 2020’/ ‘Plan’**’). The RSU 2020 was last amended pursuant to the resolutions passed by our Board on 23 November 2022 and the members on 28 November 2022 and later, ratified by the members in the AGM held on 06 September 2024.

The maximum number of options that may be granted under the RSU 2020 is 58,49,250 resulting in 58,49,250 equity shares of ₹ 2/- each. The exercise price per option shall be the face value of the share ₹ 2/- each.

Options granted under RSU 2020 shall vest not earlier than the minimum period of 1 (one) year from the date of grant of options and vesting of Options would be subject to continued employment with the Company and its subsidiary company(ies), or associate company or company belonging to the same group (as may be applicable) and thus the options would vest essentially on passage of time.

During the FY 2024-25, 5,21,330 options were granted to selected employees of the Company and its subsidiaries under the RSU 2020.

The statutory disclosures as mandated under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and a certificate from the Secretarial Auditors confirming

implementation of the above schemes in accordance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and members approval, is annexed to the Board's report and will be available for electronic inspection by the Members during the AGM and is also hosted on the website of the Company: [Annual general Meeting](#)

20. AUDIT REPORTS AND AUDITORS

AUDIT REPORTS

The auditors' report for FY 2024-25 does not contain any qualification, reservation, or adverse remark. The report is enclosed with the financial statements in this Annual Report.

The secretarial auditors' report for FY 2024-25 does not contain any qualification, reservation, or adverse remark and is enclosed as **Annexure-3** to the Board's Report, which forms part of this Annual Report.

The auditor's certificate confirming compliance with conditions of corporate governance as stipulated under the listing regulations, for FY 2024-25 is enclosed as annexure to the corporate governance report, which forms part of this Annual Report.

The secretarial auditor's certificate on the implementation of share-based schemes in accordance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, is enclosed in **Annexure - 4**

AUDITORS

- Statutory Auditor**
B S R & Co. LLP, Chartered Accountants (Firm Registration No.:101248W/W-100022), were appointed as the statutory auditors of the Company, to hold office for period of four consecutive years from the conclusion of the 24th AGM of the Company till the conclusion of the ensuing AGM, as required under Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

On the recommendation of the Audit Committee, the Board in their meeting held on 30 January 2025 approved the appointment of Deloitte Haskins & Sells (Deloitte), Chartered Accountants, (Firm Registration No. 008072S) as statutory auditors for a term of five years from the conclusion of the

27th AGM till the conclusion of the 31st AGM, subject to the approval of members at the ensuing AGM. Deloitte is proposed to be appointed as statutory auditor of the Company to conduct the audit from financial year 2025-26 to 2029-30.

- Secretarial Auditor**
Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, w.e.f. 13 December 2024 all listed entities incorporated in India shall appoint secretarial auditor for not more than one term of five consecutive years; or a firm of secretarial Auditors for not more than two terms of five consecutive years, with the approval of its members in its annual general meeting.

Pursuant to the above, the Board in their meeting held on 19 March 2025 proposed to appoint Madhwesh Prathap and Associates, as secretarial auditors for the first term of five years with effect from the conclusion of this 27th AGM till the conclusion of the 32nd AGM of the Company. Accordingly, the said firm shall conduct secretarial audit for the financial years starting from FY 2025-26 to FY 2029-30.

- Internal Audit**
Grant Thornton India LLP were appointed as the internal auditors of the Company for FY 2024-25, as required under Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014.
- Cost Records and Cost Audit:**
Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148 of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

21. REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the Audit Committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

22. COMMITTEES OF THE BOARD

As of 31 March 2025, the Company has duly constituted Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Investment Committee and Risk Management Committee, each of which is duly constituted to discharge its respective functions in accordance with applicable laws, regulations, and corporate governance standards.

The Risk Management Committee was constituted on 24 February 2025 in compliance with Regulation 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company had also constituted an IPO Committee, which was subsequently dissolved on 01 August 2024, upon the successful completion of its designated purpose, following the Company's listing on 13 May 2024.

During the year, all recommendations made by the committees were approved by the Board.

A detailed note on the composition of the Board and its committees is provided in the Corporate Governance Report, which forms part of this Annual Report.

23. ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Company's annual return is available on its website at [Annual General Meeting](#).

24. DECLARATION BY INDEPENDENT DIRECTORS AND STATEMENT ON COMPLIANCE OF CODE OF CONDUCT

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence laid down in Section 149(6), Code for independent directors of the Companies Act, 2013 and of the Listing Regulations. The said declarations are provided in **Annexure – 5**.

25. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015, the Management's Discussion and Analysis is set out in this Annual Report.

The members are advised to refer to the separate section on the Management Discussion and Analysis in this Report.

26. RISK MANAGEMENT

The Company believes that risks should be managed and monitored on a continuous basis. As a result, the Company has designed a dynamic risk management framework to manage risks effectively and efficiently.

The Company's risk management framework is supported by the Board of directors, the management of the Company and the Risk Management Committee. The Risk Management Committee is delegated with responsibilities in relation to risk management and the financial reporting process of the Company.

The Company has formulated a risk management policy and put in place a mechanism to apprise the Board on risk assessment, minimization procedures and periodic review. The main objective of this policy is to ensure sustainable business growth with stability and to promote a proactive approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to risk management, in order to guide decisions on risk related issues.

The Company's 'Risk Management Policy' is available on our website [Risk Management Policy](#).

27. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has in place a whistle-blower policy to provide a mechanism for its employees to report any concerns to the compliance officer or the chairman of the Company's Audit Committee.

Complaints can be received through various channels established by the Company, including an online reporting portal and a dedicated hotline for anonymous reporting, both managed by a third-party service provider, complaints received via a designated email address whistleblower@indegene.com, in-person reporting with designated individuals, traditional mail to a designated postal address, or emails sent directly to the chairman of the Audit Committee at chairman.audit@indegene.com.

The Company's 'Whistle Blower Policy' is available on our website [Whistle Blower Policy](#)

28. CORPORATE GOVERNANCE REPORT

Our corporate governance practices are a reflection of our value system encompassing our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times. Corporate governance is about maximizing shareholder value legally, ethically and sustainably. At Indegene, the Board exercises its fiduciary responsibilities in the widest sense of the term. Our disclosures seek to attain the best practices in international corporate governance. We also endeavour to enhance long-term shareholder value and respect minority rights in all our business decisions. Our corporate governance report along with a certificate from the secretarial auditor, confirming compliance for the year ended 31 March 2025, as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is placed in a separate section which forms part of this Annual Report.

29. BOARD EVALUATION

In line with the requirements of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of directors have carried out an annual evaluation of its own performance, the performance of its committees, and of the individual directors.

The evaluation was conducted through a structured process, which involved circulation of detailed questionnaires and feedback forms designed to assess various aspects, including the composition and structure of the Board, effectiveness of Board processes, availability and quality of information, and overall functioning.

The performance of the committees was similarly evaluated by the Board, based on inputs received from the respective committee members, taking into account parameters such as the committee's composition, effectiveness of its meetings, and fulfilment of its roles and responsibilities.

The entire evaluation process was carried out under the supervision and guidance of the Nomination and Remuneration Committee. The criteria and methodology adopted for the evaluation are detailed in the 'Policy for Evaluation of the Performance of the Board of

Directors,' which is available on the Company's website. [Policy for Evaluation of The Performance of The Board of Directors.](#)

30. CORPORATE SOCIAL RESPONSIBILITY (CSR)

At Indegene, we believe that our corporate mission 'to create and deliver solutions for health care and life sciences today and tomorrow by integrating our expertise in technology, medical science, and communications' not only drives our business activities but also represents the essence of how we can contribute to the social development and betterment of our community, country and the world.

Our corporate social responsibility ('CSR') policy and initiatives revolve around harnessing our medical and technology expertise and combining it with the collective desire of our team to make an impactful contribution to improving the health of our society.

We believe that equitable access to healthcare is a fundamental human right and is a core constituent of social and economic development. We also believe that health awareness and education are important engines for the improvement of health outcomes in our society.

The Company has complied with the provisions of Section 135 of the Companies Act, 2013 and all its subsequent amendments. The brief outline of the Company's CSR policy and the CSR initiatives undertaken during the year under review are set out in **Annexure 6** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021.

For other details regarding CSR Committee, please refer Corporate Governance Report, which is a part of this Annual Report. The CSR policy is available on our website [CSR Policy](#).

31. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

32. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

All contracts/ arrangements/ transactions entered by the Company during the FY 2024-25 with related parties were on an arm's length basis and in the ordinary course of business and approved by the Audit Committee and omnibus approval was obtained where applicable. None of the transactions with related parties falls under the

scope of Section 188(1) of the Act. As the Company does not have any RPTs to report pursuant to Sections 134(3)(h) and 188 of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2, the same is not provided.

As per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any Related Party Transactions ('RPT') exceeds 1,000 crore or 10% of the annual consolidated turnover as per the last audited financial statement whichever is lower, would be considered as material and would require members' approval. However, the Company discloses the following related party transactions entered into during the FY 2024-25. These transactions are not material as per the prescribed limits and, therefore, have not been disclosed in Form AOC-2.

1. Info Edge Limited:

During the year, the Company entered into a recruitment services agreement with Info Edge Limited, a Company in which Mr. Ashish Gupta, Independent Director of the Company, serves as an Independent Director. This transaction qualifies as a related party transaction under Section 188 of the Companies Act, 2013, but it is not material as per the provisions of the Act. The transaction was carried out in the ordinary course of business and on an arm's length basis, with charges as per the agreed terms. The transaction was reviewed and approved by the Audit Committee in accordance with the Company's related party transaction policy.

2. Indian School of Business:

Mr. Neeraj Bharadwaj, Nominee Non-Executive Director, is the Managing Director of Indian School of Business, which provides recruitment services to the Company. This transaction qualifies as a related party transaction under Section 188 of the Companies Act, 2013, but is not material. It was carried out in the ordinary course of business and on an arm's length basis, with charges as per the agreed terms. The transaction was reviewed and approved by the Audit Committee in accordance with the Company's related party transaction policy.

During the FY 2024-25, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company other than sitting fees, commission and reimbursement of expenses, as applicable.

Pursuant to the requirements of the Act and the Securities and Exchange Board of India Listing Obligations and Disclosure Requirements Regulations, 2015 the Company has formulated a policy on RPTs and the same is available on the Company's website: Policy on Related Party Transactions [Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions](#)

33. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

In the context of Indegene's sustainability efforts, conservation of energy and technology absorption are pivotal components of our strategy to enhance environmental responsibility and operational efficiency.

Conservation of Energy

Indegene is committed to reducing its greenhouse gas emissions and conserving resources by embracing sustainable practices across its business operations. The Company has set ambitious targets to reduce absolute Scope 1 and Scope 2 GHG emissions by 33.6% by FY 2027-28 from a FY 2022-23 base year and to reduce absolute Scope 3 GHG emissions by 20.0% within the same timeframe.

Several initiatives have been taken to improve energy efficiency, such as the progressive transition to LED lighting systems, the use of energy-efficient equipment, and the optimization of HVAC operations. Additionally, Indegene utilizes 67% of its electricity consumption in the Embassy Manyata Business Park facility from renewable sources.

Technology Absorption

Indegene's approach to technology absorption involves integrating new technologies into its operations to drive innovation and improve efficiency. The Company invests in the development of new technologies, including AI. Indegene's commitment to technology absorption is also evident in its efforts to move to cloud-based infrastructure, reducing the dependency on data centers and minimizing the energy footprint. The Company also collaborates with partners who provide state-of-the-art technology solutions, reflecting a commitment to sustainability and innovation.

Indegene’s focus on conservation of energy and technology absorption demonstrates its dedication to sustainability and operational excellence. By adopting energy-efficient practices and integrating advanced technologies, the Company is well-positioned to achieve its environmental goals and drive long-term value creation.

The Company has published its sustainability report for the FY 2023-24 and the same is available on the website of the Company at [Sustainability Report 2023-24](#)

Foreign Exchange Earnings & Outgo

The total foreign exchange earnings during the year stood at ₹ 10,74,72,39,708 compared to ₹ 10,23,52,43,348 in the previous year while the foreign exchange outgo (including imports) stood at ₹ 59,76,52,348 compared to ₹ 48,18,57,381 in the previous year.

34. BOARD MEETINGS

The Board met eight times during the financial year under review. The meeting details are provided in the Corporate Governance Report that forms part of the Annual Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed by the Companies Act, 2013.

35. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Board of directors, to the best of its knowledge and ability, confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. they have 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 year and of the profit and loss of the Company for that period;
- iii. they have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

- iv. they have prepared the annual accounts on a going concern basis.
- v. they have laid down internal financial controls, to be followed by the Company and that such internal financial controls are adequate and operating effectively.
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws, and such systems are adequate and operating effectively.

36. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with all applicable secretarial standards issued by the Institute of Company Secretaries of India. For more details, members are advised to refer to the Secretarial Audit Report annexed to this report as **Annexure 3**.

37. INVESTOR EDUCATION AND PROTECTION FUND ('IEPF')

As the Company is paying a dividend for the first time after its listing, we confirm that there are no unclaimed and unpaid dividends that are required to be transferred to the Investor Education and Protection Fund ('IEPF'). Furthermore, no shares, on which dividends remain unclaimed or unpaid, are subject to transfer to the IEPF, in accordance with Section 124(6) of the Companies Act, 2013 and the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016.

38. REVISION OF FINANCIAL STATEMENT OR THE REPORT

The Company has not revised its financial statements or the Board's report.

39. FAILURE TO IMPLEMENT ANY CORPORATE ACTION

There were no instances during the FY 2024-25 where the Company has failed to implement any corporate action.

40. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT ('BRSR')

The Company has been ranked 432nd based on the average market capitalization of entities that have listed their securities during the period from 01 July 2024, to 31 December 2024, as per the data published by the stock exchanges.

In view of this ranking, the Company is required to establish appropriate systems and processes to ensure compliance with Clause (f) of Sub-regulation (2) of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from 01 April 2025.

Demonstrating our continued commitment to responsible and sustainable business practices, the Company has voluntarily complied with the BRSR requirements during the FY 2024-25. The Business Responsibility and Sustainability Report, prepared in accordance with the format prescribed by Securities and Exchange Board of India, outlines the Company's Environmental, Social, and Governance (ESG) initiatives and performance for the year under review.

The BRSR forms an integral part of this Annual Report and is presented as a separate section. It is also made available on the Company's Investor Relations website and can be accessed at: [Investor Relations](#). This proactive disclosure reflects Indegene's dedication to transparency, stakeholder engagement, and sustainability-led growth.

41. DIFFERENCE IN VALUATION:

The Company has never made any one-time settlement against the loans obtained from banks and financial institution and hence this clause is not applicable.

42. APPRECIATIONS / ACKNOWLEDGEMENTS

The Board expresses their earnest gratitude to all the customers, business partners, bankers, and auditors

for their continued support and association with the Company. We also wish to thank the government and all statutory authorities for their unwavering support and co-operation.

The Board would like to particularly thank and place on record their gratitude to all the members of the Company for their faith in the management and continued affiliation with the Company.

The Board also extends its sincere thanks to BSR & Co. LLP, Chartered Accountants, Chartered Accountants and Madhwesh K, Secretarial Auditor, wing of Ernst & Young LLP, providers of compliance management tool for their services to the Company.

The Board places on record its deep sense of appreciation for the committed services of all the employees and partners of the Company at all levels. The consistent growth was made possible by their hard work, solidarity, cooperation and support.

By order of the Board of Directors
for Indegene Limited

Sd/-
Manish Gupta
DIN: 00219273
Chairman of the Board, Executive Director and
Chief Executive Officer

ANNEXURES TO THE BOARD REPORT

S.no.	Particulars
Annexure 1	Form AOC.1 - Statement containing the salient features of the financial statements of subsidiaries / associate companies / joint ventures
Annexure 2	Particulars of employees under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
Annexure 3	Form MR.3 - Secretarial Audit Report
Annexure 4	Certificate on the implementation of share-based schemes in accordance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
Annexure 5	Declaration by Independent Directors and statement on compliance of code of conduct.
Annexure 6	Annual report on CSR activities

FORM NO. AOC.1

Statement containing salient features of the financial statement of Subsidiaries/associate companies/joint ventures
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

S. No	Name of the Subsidiary	Date of becoming the subsidiary/ acquisition	Reporting period	Reporting Currency	Exchange rate as on 31 March 2025	Share capital	Reserves & Surplus	Total Assets	Total Liabilities	Invest ments	% of Holding	Turnover	Profit for Taxation	Profit after taxation	Proposed Dividend (incl. dividend tax)
1	ILSL Holdings Inc. (USA)*	19-Oct-04	31-Mar-25	USD	85.53	243	69,17,528	10,84,92,120	10,15,74,349	-	100	21,17,157	-28,26,120	-38,96,267	-
2	Indegene Inc. (USA)**	23-Aug-05	31-Mar-25	USD	85.53	10	14,21,72,833	23,64,53,167	9,42,80,324	-	100	25,89,54,341	3,91,33,331	3,25,89,003	-
3	Services Indegene Aption Inc. (Canada)**	11-Dec-12	31-Mar-25	CAD	59.72	100	21,33,536	26,44,905	5,11,269	-	100	53,64,032	3,03,455	2,21,522	-
4	DT Associates Research and Consulting Services Ltd (UK)**	27-Aug-19	31-Mar-25	GBP	110.64	3	-20,66,517	15,93,021	36,59,535	-	100	64,00,711	-15,14,737	-15,14,737	-
5	DT Associates Research and Consulting Inc. (USA)**	16-Jul-21	31-Mar-25	USD	85.53	100	2,73,583	5,28,278	2,54,595	-	100	33,44,700	-10,180	-10,180	-
6	Cult Health LLC (USA)**	25-Jun-11	31-Mar-25	USD	85.53	-	1,59,02,813	2,25,14,320	66,11,507	-	100	3,44,70,904	42,80,588	42,80,588	-
7	Indegene Japan Godo Kaisha (Japan)*	6-Sep-20	31-Mar-25	JPY	0.57	13,40,00,000	-3,67,36,922	14,62,58,248	4,89,95,170	-	100	20,51,85,891	5,19,26,625	3,28,81,538	-
8	Indegene Healthcare Mexico S DE RL DE CV (Mexico)*	31-Mar-23	31-Mar-25	MXN	4.20	-	12,981	1,95,493	1,82,512	-	100	4,16,230	23,561	16,461	-
9	Indegene Ireland Limited (Ireland)*	14-Jun-19	31-Mar-25	EUR	92.60	7,666	2,63,40,314	2,83,70,937	20,22,957	-	100	13,87,497	-14,51,251	-15,14,251	-
10	Indegene Healthcare Germany GmbH (Germany)**	29-Sep-22	31-Mar-25	EUR	92.60	25,000	1,04,411	3,27,843	1,98,432	-	100	15,34,169	86,822	59,122	-
11	Indegene Fareast Pte Ltd (Singapore)**	8-Jan-05	31-Mar-25	SGD	63.69	1,50,000	-1,11,188	3,14,650	2,75,838	-	100	9,53,925	53,995	53,995	-
12	Indegene Europe LLC (Switzerland)**	31-Mar-23	31-Mar-25	CHF	97.04	50,000	2,43,432	4,80,855	1,87,423	-	100	16,45,009	93,114	63,699	-
13	Indegene Lifesystems Consulting (Shanghai) Co. Ltd. (China)**	2-Dec-11	31-Mar-25	CNY	11.77	2,81,72,151	-4,43,38,731	1,22,47,326	2,84,13,906	-	100	3,59,56,382	-5,10,794	-5,10,794	-

S. No	Name of the Subsidiary	Date of becoming the subsidiary/ acquisition	Reporting period	Reporting Currency	Exchange rate as on 31 March 2025	Share capital	Reserves & Surplus	Total Assets	Total Liabilities	Invest ments	% of Holding	Turnover	Profit for Taxation	Profit after taxation	Proposed Dividend (incl. dividend tax)
14	Indegene Healthcare UK Limited (UK)**	29-Jan-10	31-Mar-25	GBP	110.64	9,32,023	84,450	40,98,629	30,82,156	-	100	18,84,293	1,04,450	84,450	-
15	Trilogy Writing & Consulting GmbH (Germany)**	22-Mar-24	31-Mar-25	EUR	92.60	34,100	5,40,492	64,74,159	58,99,567	-	100	1,41,41,938	6,84,372	3,71,330	-
16	Trilogy Writing & Consulting Limited (UK)**^	22-Mar-24	31-Mar-25	GBP	110.64	1	77,976	18,60,747	17,82,770	-	100	23,40,488	1,32,031	83,525	-
17	Trilogy Writing & Consulting Inc. (USA)**	22-Mar-24	31-Mar-25	USD	85.53	1,000	33,69,923	89,61,810	55,90,887	-	100	1,14,13,077	13,39,132	8,08,033	-
18	Trilogy Writing & Consulting ULC (Canada)**	22-Mar-24	31-Mar-25	CAD	59.72	1	76,051	2,28,563	1,52,511	-	100	11,99,634	2,72,235	2,55,611	-
19	Indegene Spain, S.L.U.	12-Nov-24	31-Mar-25	EUR	92.60	3,000	-	3,000	-	-	100	-	-	-	-
20	MIL Communications Group Ltd	25-Mar-25	31-Mar-25	GBP	110.64	31,250	6,72,000	7,03,250	-	-	100	-	-	-	-
21	MIL Advertising Limited	25-Mar-25	31-Mar-25	GBP	110.64	1,56,250	5,58,842	14,02,169	6,87,077	-	100	-	-	-	-

Notes

* denotes direct subsidiary
** denotes step down subsidiary

^ Includes Profit & Loss Statement for 15 months period ended 31 March 2025.

By order of the Board of Directors
for Indegene Limited

Sd/-
Manish Gupta
DIN: 00219273
Chairman, Executive Director and
Chief Executive Officer



ANNEXURE-2

PARTICULARS OF EMPLOYEES

1. (A) Details of the Remuneration 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.

The percentage increase in remuneration of each Executive Director, Chief Financial Officer and Company Secretary and Compliance Officer (“KMP”) during the FY 2024-25, ratio of the remuneration of each KMP to the median remuneration of the employees of the Company for the FY 2024-25 and the comparison of remuneration of each KMP against the performance of the Company are as follows:

Name	Designation	Director Identification Number (DIN) / Permanent Account Number (PAN)	% increase of remuneration in FY 2024-25 as compared to FY 2023-24	Ratio to median Remuneration	No. of RSUs granted in FY 2024-25	No. of ESOPs granted in FY 2024-25
Executive Directors						
Mr. Manish Gupta	Chairman, Executive Director and CEO	00219273	6.7%	39.8	Nil	Nil
Dr. Sanjay Suresh Parikh	Executive Director	00219278	3.3%	27.5	27.5	Nil
Key Managerial Personnel						
Ms. Srishti Ramesh Kaushik	Company Secretary and Compliance Officer	AOUPK5071R	24%	5.4	799	645
Mr. Suhas Prabhu	Chief Financial Officer	AIFPP0471M	60%	23.9	5214	Nil
Non-Executive Directors						
Dr. Rajesh Bhaskaran Nair	Non- executive Director	00219269	NA	NA	Nil	Nil
Mr. Neeraj Bharadwaj	Non- executive Nominee Director	01314963	NA	NA	Nil	Nil
Mr. Mark Dzialga	Non- executive Nominee Director	00955485	NA	NA	Nil	Nil
Independent Directors*						
Dr. Ashish Gupta	Non-Executive Independent Director	00521511	NA	NA	Nil	Nil
Mr. Jairaj Purandare	Non-Executive Independent Director	00159886	NA	NA	Nil	Nil
Mr. Pravin Udhavara Bhadya Rao	Non-Executive Independent Director	06782450	NA	NA	Nil	Nil
Mr. Krishnamurthy Venugopala Tenneti	Non-Executive Independent Director	01338477	NA	NA	Nil	Nil
Dr. Georgia Nikolakopoulou Papathomas	Non-Executive Independent Director	09734940	NA	NA	Nil	Nil

* Since the remuneration of the Independent Directors for the FY 2023-24 was paid on a prorated basis, the ratio of their remuneration to the median remuneration, as well as the increase in remuneration is not comparable.

Notes:

- In line with the internal guidelines of the Company, Non-Executive Directors did not receive any remuneration for their services rendered to the Company.
- The remuneration paid to Independent Directors includes commission, and sitting fees for various committee meetings and board meetings attended by them during the FY 2024-25.
- The % increase of remuneration is provided only for those directors and KMP who have drawn remuneration from the Company for full FY 2024-25and full FY 2023-24. The ratio of remuneration to MRE is provided only for those directors and KMP who have drawn remuneration from the Company for the full FY 2024-25.
- The details in the above table are on accrual basis.

(B) A break-up of median remuneration for employees is given below:

Employee Group	Median Remuneration	Increase in Median Remuneration(%)
Full time Employees	11, 50,000	9.5%

2. The number of permanent employees on the rolls of the company as on 31 March 2025 is 4141.
3. Average percentiles 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 8.8% during the FY 2024-25. Increase in managerial remuneration is already shown in the data presented above. KMP salary increases are decided based on the Company’s performance, individual performance, prevailing industry trends and benchmarks.
4. Affirmation
- It is hereby affirmed that remuneration paid for FY 2024-25 was according to the Company’s Policy on Director’s Appointment and Remuneration

By order of the Board of Directors
for Indegene Limited

Sd/-
Manish Gupta
DIN: 00219273
Chairman, Executive Director and
Chief Executive Officer



ANNEXURE-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31 March 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
INDEGENE LIMITED

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by INDEGENE LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my/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, I/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31 March 2025 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:

I/We have examined the books, papers, minute books, forms and returns filed and other records maintained by INDEGENE LIMITED for the financial year ended on 31 March 2025 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, Overseas Direct Investment and External Commercial Borrowings;
 - (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
 - (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, 1992/ SEBI (Prohibition of Insider Trading) Regulations, 2015
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ SEBI (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (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, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - (vi) and other applicable laws.
- I/We have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

- (ii) The Listing Agreements entered into by the Company with Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. Following forms are filed beyond original due dates:

Sl. No.	SRN	Form No.	Description	Event date	Original due date	Filing date
1	AA9111423	DPT-3	Return of Deposits	Period for which return is being filed - 31 March 2024	On or before 30 June 2024	01 July 2024
2	AA8889833	PAS-6	Reconciliation of Share Capital Audit Report (Half-yearly)	Period of filing – From 01 October 2023- 31 March 2024	On or before 30 May 2024	27 June 2024

Note: Form MGT.7 for the AGM dated 06-09-2024 was filed on 06-11-2024, but the same does not attract penalty under the Companies Act 2013

I/we further 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 and Listing Regulations.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except in certain cases where notices were issued with less than 7 days prior to meeting 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.

All decisions at Board meetings and Committee meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

I/we further report that 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 audit period,

- IPO bidding started from 6 May 2024 and ended on 8 May 2024. The allotment for Indegene IPO was finalized on Thursday, 9 May 2024. The shares got listed on BSE, NSE on 13 May 2024.
- The company has increased its paid-up capital during the financial year 2024-25 in the following manner:

Particulars	No. of fully paid equity shares of the company with face value of ₹ 2/- each.
Pre-IPO paid up shares	222435091
Allotment pursuant to IPO on 10-05-2024	16833818
Allotment pursuant to Indegene ESOP 2020 on 25-07-2024	2919
Allotment pursuant to Indegene ESOP 2020 & Indegene RSU 2020 on 27-09-2024	38533
Allotment pursuant to Indegene ESOP 2020 & Indegene RSU 2020 on 18-11-2024	95960
Allotment pursuant to Indegene ESOP 2020 & Indegene RSU 2020 on 24-12-2024	132409
Allotment pursuant to Indegene ESOP 2020 & Indegene RSU 2020 on 30-01-2025	138853
Allotment pursuant to Indegene ESOP 2020 & Indegene RSU 2020 on 23-02-2025	276955

Particulars	No. of fully paid equity shares of the company with face value of ₹ 2/- each.
Allotment pursuant to Indegene ESOP 2020 & Indegene RSU 2020 on 23-02-2025	53424
Total shares as on 31-03-2025	24,00,07,962

- The Company had filed an application for compounding of offences dated 8 September 2022, before the Chief General Manager, Cell for Effective Implementation of FEMA, Foreign Exchange Department, Reserve Bank of India, for delay in reporting of issuance of shares under the employee stock option plans beyond the stipulated time period for certain allotments made by the Company in the calendar years 2015 and 2016. The Reserve Bank of India, vide its order dated 23 January 2023, approved the Compounding Application and a compounding fee of ₹26,090 was imposed on the Company, which has been paid on 21 February 2023. The aforesaid matter has been concluded, and no further action remains pending as of the reporting date.
- The company acquired the following entities indirectly during the financial year and consequently the following entities have become step-down subsidiaries of the company during the financial year:

MJL Advertising Limited

MJL Communications Group Ltd

Sd/-
Name of Company Secretary in practice:
Madhwesh K
ACS No. A21477
C P No.: 10897

Date: 19 May 2025
Place: Bangalore

This report is to be read with our letter of even date which is annexed as Annexure 1 and forms an integral part of this report.

ANNEXURE-1

To,
The Members
INDEGENE LIMITED

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

- 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.
- 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.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 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.

Sd/-
Name of Company Secretary in practice:
Madhwesh K
ACS No. A21477
C P No.: 10897

Date: 19 May 2025
Place: Bangalore

To,
The Members,
Indegene Limited

Following are the responses to the qualifications made by Secretarial Auditor

- Forms filed beyond original due dates: This was due to technical issues with the Ministry of Corporate Affairs website.

By order of the Board of Directors
for Indegene Limited

Sd/-
Manish Gupta
DIN: 00219273
Chairman, Executive Director & Chief Executive Officer

ANNEXURE-4

Date: 21 May 2025

To,
The Board of Directors
Indegene Limited
Aspen Block G4, 3rd Floor
Manyata Embassy Business Park
Outer Ring Road, Nagawara
Bengaluru – 560 045
Karnataka, India

Re: Certificate on compliance of ESOP Plan and RSU Plan with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

Dear Sir/Madam,

1. I, Madhwesh K, Practicing Company Secretary (Membership Number A21477 and Certificate of Practice Number 10897) am issuing this certificate to Indegene Limited (the “Company”) in relation to the “Indegene Private Limited Employee Stock Option Plan 2020”, as amended (“ESOP Plan”) and the “Indegene Employee Restricted Stock Unit Plan 2020”, as amended (“RSU Plan”) and together with the ESOP Plan, the (“Plans”) of the Company. The purpose of this certificate is to determine whether the Plans are framed, implemented, and accounted in compliance with the requirements of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the “SEBI SBEBSE Regulations”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), as applicable and the Companies Act, 2013, as amended (the “Act”) and the rules framed thereunder (the “Rules”), each as amended, and the resolutions approving the ESOP Plan and RSU Plan adopted by the shareholders of the Company.
2. The Company issued and amended the ESOP Plan approved through resolutions dated 29 October 2020, and 23 November 2022 passed by the Board (“ESOP Board Resolutions”) and special resolutions passed by the shareholders (“ESOP Shareholders’ Resolutions”) in their extra-ordinary general meetings (“EGM”) dated 13 November 2020, and 28th November, 2022 under Section 62(1) of the Act. The Company issued and amended the RSU Plan approved through resolutions dated 29 October 2020, and 23 November 2022 passed by the Board (“RSU Board Resolutions”) and special resolutions passed by the shareholders (“RSU Shareholders’ Resolutions”) in their EGM dated 13 November 2020 under Section 62(1) of the Act, and 28 November 2022. The Plans are each prepared in accordance with the requirements of the SEBI SBEBSE Regulations.

MANAGEMENT'S RESPONSIBILITY

3. The management of the Company is responsible for the preparation and maintenance of all secretarial and other relevant records and documents with respect to the Plans. This responsibility includes design, implementation and maintenance of internal control relevant for such purpose and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The management is also responsible for the implementation of the Plans in accordance with the provisions of the SEBI SBEBSE Regulations and the Board Resolution, Shareholders’ Resolution, and for ensuring compliance with the requirements of SEBI ICDR Regulations, the Act and the Rules, and for providing all relevant information to the SEBI and Stock Exchanges.

OUR RESPONSIBILITY

5. It is our responsibility to express reasonable assurance in the form of an opinion that the Plans have been framed, implemented, accounted and are in full compliance, as on the date of this certificate in compliance with:
- a. the provisions of SEBI SBEBSE Regulations, to the extent applicable;
- b. the Act and the Rules;
- c. the ESOP Board Resolutions;
- d. the ESOP Shareholders' Resolutions;
- e. the RSU Board Resolutions;
- f. the RSU Shareholders' Resolutions;

CONCLUSION

6. Based on the procedures performed, evidences obtained and the information and explanations provided to us, along with representations provided by the management, in our opinion the Plans have been framed, implemented, accounted and are in full compliance, as on the date of this certificate in compliance with, as applicable:
- a. the provisions of the SEBI SBEBSE Regulations, to the extent applicable;
- b. the Act and the Rules;
- c. the ESOP Board Resolutions;
- d. the ESOP Shareholders' Resolutions;
- e. the RSU Board Resolutions;
- f. the RSU Shareholders' Resolutions;

Date: 21 May 2025
Place: Bangalore

Sd/-
Madhwesh K,
Practicing Company Secretary
ICSI Membership No.: A21477
ICSI Certificate of Practice No.: 10897
UDIN: A021477G000401428

Date: 03 April 2025

ANNEXURE-5

To
The Board of Directors
Indegene Limited
Bengaluru

Dear Sirs,

Declaration u/s 149 (7) of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015.

- I. Dr. Ashish Gupta, Independent Director of the Company hereby declare that I meet the criteria of independence as provided in sub-section 149 (6) of Companies Act, 2013 and the rules framed thereunder & Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly declare that:-
- a) I am a person of integrity and possess relevant expertise and experience.
 - b) I am / was not a promoter of the company or its holding, subsidiary or associate company or member of promoter group of the listed entity;
 - c) I am not related to promoters or directors in the company, its holding, subsidiary or associate company;
 - d) I have/ had no material pecuniary relationship, other than remuneration as such director or with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;
 - e) None of any of my relatives: -
 - i. is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;
 - ii. is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
 - iii. had given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or
 - iv. has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two percent or more of its gross turnover or total income:
- In any case, points (i) to (iv) combined shall not exceed 2% or more of its gross turnover/ total income/ ₹ 50 lakhs/ higher amount – whichever is less.
- f) I, neither by myself nor any of my relatives: -
- holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company or any company belonging to the promoter group in any of the immediately preceding three financial years;
 - is or has been an employee or proprietor or a partner, in any of the immediately preceding three financial years, of—
 - i. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

- ii. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;
- holds together with relatives two per cent. or more of the total voting power of the company; or
- is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five percent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company.

- g) I am not a material supplier, service provider or customer or a lessor or lessee of the Company.
 - h) My age is above 21 years.
 - i) I am not a non-independent Director of another company on the Board of which any non-independent Director of a listed entity is an independent Director.
 - j) I have read all the provisions of the Code for Independent Directors ("Code") as provided in schedule IV of the Companies Act, 2013 and undertake to comply with all the provisions of the Code during my membership of the Board and/or any of its committees.
 - k) I have/shall applied/apply online to the Indian Institute of Corporate Affairs at Manesar for inclusion of my name in the data bank of Independent Directors for a period of one year/ five years/for my life-time, and shall from time to time take steps as specified in sub-rule (2) of Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014, till I continue to hold the office of an independent director in the Company.
- Or
- I have paid life fee for inclusion of his name in the data bank.
- l) I shall meet the criteria of independence as provided in clause (b) of sub-regulation (1) of regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and I assure to intimate the Board whenever there is any change in the circumstances which may affect my status as an independent director.
 - m) I am not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact my ability to discharge my duties with an objective independent judgment and without any external influence.

I hereby further declare that I am independent of the Management of the Company.

Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

I also undertake to abide by the Code of Conduct prescribed in Schedule IV of the Companies Act, 2013.

Thanking you,
Yours faithfully,

Sd/-
Dr. Ashish Gupta

DIN: 00521511
ADDRESS: 1734 Webster Street,
Palo Alto, CA 94301

Date: 04 April 2025

To
The Board of Directors
Indegene Limited
Bengaluru

Dear Sirs,

Declaration u/s 149 (7) of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015.

I. Jairaj Manohar Purandare, Independent Director of the Company hereby declare that I meet the criteria of independence as provided in sub-section 149 (6) of Companies Act, 2013 and the rules framed thereunder & Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly declare that:-

- a) I am a person of integrity and possess relevant expertise and experience.
- b) I am / was not a promoter of the company or its holding, subsidiary or associate company or member of promoter group of the listed entity;
- c) I am not related to promoters or directors in the company, its holding, subsidiary or associate company;
- d) I have/ had no material pecuniary relationship, other than remuneration as such director or with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;
- e) None of any of my relatives: -

i. is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;

ii. is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;

iii. had given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or

iv. has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two percent or more of its gross turnover or total income:

In any case, points (i) to (iv) combined shall not exceed 2% or more of its gross turnover/ total income/ ₹ 50 lakhs/ higher amount – whichever is less.

- f) I, neither myself nor any of my relatives: -

• holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company or any company belonging to the promoter group in any of the immediately preceding three financial years;

• is or has been an employee or proprietor or a partner, in any of the immediately preceding three financial years of—

i. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

- ii. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

• holds together with relatives two per cent. or more of the total voting power of the company; or

• is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five percent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company.

- g. I am not a material supplier, service provider or customer or a lessor or lessee of the Company.
- h. My age is above 21 years.
- i. I am not a non-independent Director of another company on the Board of which any non-independent Director of a listed entity is an independent Director.
- j. I have read all the provisions of the Code for Independent Directors (“Code”) as provided in schedule IV of the Companies Act, 2013 and undertake to comply with all the provisions of the Code during my membership of the Board and/or any of its Committees.
- k. I have/shall applied/apply online to the Indian Institute of Corporate Affairs at Manesar for inclusion of my name in the data bank of Independent Directors for a period of one year/ five years/for my life-time, and shall from time to time take steps as specified in sub-rule (2) of Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014, till I continue to hold the office of an independent director in the Company.

Or

I have paid life fee for inclusion of his name in the data bank.

- l. I shall meet the criteria of independence as provided in clause (b) of sub-regulation (1) of regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and I assure to intimate the Board whenever there is any change in the circumstances which may affect my status as an independent director.

m. I am not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact my ability to discharge my duties with an objective independent judgment and without any external influence.

I hereby further declare that I am independent of the Management of the Company.

Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering into such relationship / transactions.

Further, I do hereby declare and confirm that the above said information is true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company to update their records.

I also undertake to abide by the Code of Conduct prescribed in Schedule IV of the Companies Act, 2013.

Thanking you,

Yours faithfully,

Sd/-
Jairaj Manohar Purandare

DIN: 00159886
ADDRESS: 1, Lalit, 37, Nathalal,Parekh Marg,
Mumbai,400001,India

To,
The Board of Directors
Indegene Limited
Bengaluru

Date: 11 April 2025

Dear Sirs,

Declaration u/s 149 (7) of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015.

- I. Pravin Udhayavara Bhadya Rao, Independent Director of the Company hereby declare that I meet the criteria of independence as provided in sub-section 149 (6) of Companies Act, 2013 and the rules framed thereunder & Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly declare that:-
- a) I am a person of integrity and possess relevant expertise and experience.
 - b) I am / was not a promoter of the company or its holding, subsidiary or associate company or member of promoter group of the listed entity;
 - c) I am not related to promoters or directors in the company, its holding, subsidiary or associate company;
 - d) I have/ had no material pecuniary relationship, other than remuneration as such director or with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;
 - e) None of any of my relatives:-
 - i. is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;
 - ii. is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
 - iii. had given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or
 - iv. has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two percent or more of its gross turnover or total income:
- In any case, points (i) to (iv) combined shall not exceed 2% or more of its gross turnover/ total income/ ₹ 50 lakhs/ higher amount – whichever is less.
- f) I, neither myself nor any of my relatives: -
 - holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company or any company belonging to the promoter group in any of the immediately preceding three financial years;
 - is or has been an employee or proprietor or a partner, in any of the immediately preceding three financial years of—
 - i. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

- ii. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;
 - holds together with relatives two per cent. or more of the total voting power of the company; or
 - is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five percent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company.
- g) I am not a material supplier, service provider or customer or a lessor or lessee of the Company.
 - h) My age is above 21 years.
 - i) I am not a non-independent Director of another company on the Board of which any non-independent Director of a listed entity is an independent Director.
 - j) I have read all the provisions of the Code for Independent Directors ("Code") as provided in schedule IV of the Companies Act, 2013 and undertake to comply with all the provisions of the Code during my membership of the Board and/or any of its Committees.
 - k) I have/shall applied/apply online to the Indian Institute of Corporate Affairs at Manesar for inclusion of my name in the data bank of Independent Directors for a period of one year/ five years/for my life-time, and shall from time to time take steps as specified in sub-rule (2) of Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014, till I continue to hold the office of an independent director in the Company.
- Or
- I have paid life fee for inclusion of his name in the data bank.
- l) I shall meet the criteria of independence as provided in clause (b) of sub-regulation (1) of regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and I assure to intimate the Board whenever there is any change in the circumstances which may affect my status as an independent director.
 - m) I am not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact my ability to discharge my duties with an objective independent judgment and without any external influence.
- I hereby further declare that I am independent of the Management of the Company.

Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

I also undertake to abide by the Code of Conduct prescribed in Schedule IV of the Companies Act, 2013.

Thanking you,
Yours faithfully,

Sd/-
Pravin Udhayavara Bhadya Rao

DIN: 06782450
ADDRESS: 1701, 14th Main, 30th Cross, BSK 2nd Stage, Bangalore, 560070, India.



Date: 15 April 2025

To,
The Board of Directors
Indegene Limited
Bengaluru

Dear Sirs,

Declaration u/s 149 (7) of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015.

- I. Krishnamurthy Venugopala Tenneti, Independent Director of the Company hereby declare that I meet the criteria of independence as provided in sub-section 149 (6) of Companies Act, 2013 and the rules framed thereunder & Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly declare that:-
- a) I am a person of integrity and possess relevant expertise and experience.
 - b) I am / was not a promoter of the company or its holding, subsidiary or associate company or member of promoter group of the listed entity;
 - c) I am not related to promoters or directors in the company, its holding, subsidiary or associate company;
 - d) I have/ had no material pecuniary relationship, other than remuneration as such director or with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;
 - e) None of any of my relatives:-
 - i. is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;
 - ii. is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
 - iii. had given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or
 - iv. has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two percent or more of its gross turnover or total income:
- In any case, points (i) to (iv) combined shall not exceed 2% or more of its gross turnover/ total income/ ₹ 50 lakhs/ higher amount – whichever is less.
- f) I, neither by myself nor any of my relatives:-
- holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company or any company belonging to the promoter group in any of the immediately preceding three financial years;
 - is or has been an employee or proprietor or a partner, in any of the immediately preceding three financial years, of—
 - i. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - ii. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

- holds together with relatives two per cent. or more of the total voting power of the company; or
 - is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five percent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company.
- g) I am not a material supplier, service provider or customer or a lessor or lessee of the Company.
- h) My age is above 21 years.
- i) I am not a non-independent Director of another company on the Board of which any non-independent Director of a listed entity is an independent Director.
- j) I have read all the provisions of the Code for Independent Directors (“Code”) as provided in schedule IV of the Companies Act, 2013 and undertake to comply with all the provisions of the Code during my membership of the Board and/or any of its Committees.
- k) I have/shall applied/apply online to the Indian Institute of Corporate Affairs at Manesar for inclusion of my name in the data bank of Independent Directors for a period of one year/ five years/for my life-time, and shall from time to time take steps as specified in sub-rule (2) of Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014, till I continue to hold the office of an independent director in the Company.
- Or
- I have paid life fee for inclusion of his name in the data bank.
- l) I shall meet the criteria of independence as provided in clause (b) of sub-regulation (1) of regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and I assure to intimate the Board whenever there is any change in the circumstances which may affect my status as an independent director.
- m) I am not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact my ability to discharge my duties with an objective independent judgment and without any external influence.
- I hereby further declare that I am independent of the Management of the Company.

Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information’s are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

I also undertake to abide by the Code of Conduct prescribed in Schedule IV of the Companies Act, 2013.

Thanking you,
Yours faithfully,

Sd/-
Krishnamurthy Venugopala Tenneti
DIN: 01338477
ADDRESS: No.76 Adarsh Vista,
Vignana Nagar Main Road,
Marathaha Ili Post, Vibhutipura,
Bangalore, 560037

Date: 07 April 2025

To,
The Board of Directors
Indegene Limited
Bengaluru

Dear Sirs,

Declaration u/s 149 (7) of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015.

I. Dr. Georgia Nikolakopoulou Papathomas, D/o Andreas Nikolakopoulos, r/o2 Dellwood Drive. Madison NJ 07940, Madison, Independent director of the Company hereby declare that I meet the criteria of independence as provided in sub-section 149 (6) of Companies Act, 2013 and the rules framed thereunder & Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly declare that:-

- a) I am a person of integrity and possess relevant expertise and experience.
- b) I am / was not a promoter of the company or its holding, subsidiary or associate company or member of promoter group of the listed entity;
- c) I am not related to promoters or directors in the company, its holding, subsidiary or associate company;
- d) I have/ had no material pecuniary relationship, other than remuneration as such director or with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;
- e) None of any of my relatives:-
 - i. is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;
 - ii. is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
 - iii. had given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or
 - iv. has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two percent or more of its gross turnover or total income;

In any case, points (i) to (iv) combined shall not exceed 2% or more of its gross turnover/ total income/ ₹ 50 lakhs/ higher amount – whichever is less.

- f) I, neither by myself nor any of my relatives:-
 - holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company or any company belonging to the promoter group in any of the immediately preceding three financial years;
 - is or has been an employee or proprietor or a partner, in any of the immediately preceding three financial years, of—
 - i. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - ii. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

- holds together with relatives two per cent. or more of the total voting power of the company; or
- is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five percent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company.

- g) I am not a material supplier, service provider or customer or a lessor or lessee of the Company.
- h) My age is above 21 years.
- i) I am not a non-independent Director of another company on the Board of which any non-independent Director of a listed entity is an independent Director.
- j) I have read all the provisions of the Code for Independent Directors (“Code”) as provided in schedule IV of the Companies Act, 2013 and undertake to comply with all the provisions of the Code during my membership of the Board and/or any of its Committees.
- k) I have/shall applied/apply online to the Indian Institute of Corporate Affairs at Manesar for inclusion of my name in the data bank of Independent Directors for a period of one year/ five years/for my life-time, and shall from time to time take steps as specified in sub-rule (2) of Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014, till I continue to hold the office of an independent director in the Company.

Or

I have paid life fee for inclusion of his name in the data bank.

- l) I shall meet the criteria of independence as provided in clause (b) of sub-regulation (1) of regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and I assure to intimate the Board whenever there is any change in the circumstances which may affect my status as an independent director.
- m) I am not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact my ability to discharge my duties with an objective independent judgment and without any external influence.

I hereby further declare that I am independent of the Management of the Company.

Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

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I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

I also undertake to abide by the Code of Conduct prescribed in Schedule IV of the Companies Act, 2013.

Thanking you,

Yours faithfully,

Sd/-
Georgia Nikolakopoulou Papathomas
DIN: 09734940
ADDRESS: 2 Dellwood Drive, Madison,



ANNEXURE-6

ANNUAL REPORT ON CSR ACTIVITIES

[Pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended.]

A. Brief outline on CSR Policy of the Company.

At Indegene, we believe that our corporate mission “to create and deliver solutions for health care and life sciences today and tomorrow by integrating our expertise in technology, medical science, and communications” not only drives our business activities but also represents the essence of how we can contribute to the social development and betterment of our community, country and the world.

Consequently, we view our business goals to deliver value to our clients, employees and shareholders as being co-existent and aligned to our Corporate Social Responsibility (“CSR”) to meaningfully contribute to the development and sustainability of the societies that Indegene is a part of and to undertake socially useful programs. It is imperative on us as a responsible corporate citizen to “do good while doing well”.

Our CSR policy and initiatives revolve around harnessing our medical and technology expertise and combining it with the collective desire of our team to make an impactful contribution to improving the health of our society.

We believe that equitable access to healthcare is a fundamental human right and is a core constituent of social and economic development. We also believe that health awareness and education are important engines for the improvement of health outcomes in our society.

We therefore partner with a wide spectrum of stakeholders to enable universal access to healthcare, to develop and deliver solutions that serve to increase health, wellness and disease awareness among the public at large and to enhance the level of education among health professionals.

CSR Activities

A brief overview of the Company’s CSR projects is given below:

It is divided into two parts - Section A of this report provides details of the initiatives undertaken during FY 2024-25/ ongoing and considered for the purpose of computing the prescribed CSR spends.

Section B of this report deals with the new CSR projects that were recommended by the Company during the FY 2024-25.

Section A – Ongoing Projects/Initiatives undertaken during FY 2024-25

1. C-CAMP (Centre for Cellular and Molecular Platforms)

Indegene has partnered with Centre for Cellular and Molecular Platforms (C-CAMP) to support 5-7 early-stage life sciences startups. Through financial assistance, expert mentorship, and a tailored digital services suite, the partnership aims to nurture deep-science innovations, accelerate growth, and strengthen India’s life sciences ecosystem.

2. International Foundation for Research and Education / Ashoka University

The Company’s partnership with the International Foundation for Research and Education (the sponsor body of Ashoka University) has supported and will continue to support the salaries of visiting professors, faculty, and research fellows at the Centre for Health Analytics, Research and Trends (CHART) at the Trivedi School of Biosciences.

In November 2024, Mr. Manish Gupta, Chairman, Executive Director and CEO of the Company and Dr Saurabh Jain, Vice President - Global Delivery visited Ashoka University. They toured the campus with Professor Anurag Agrawal, Dean of BioSciences and Health Research at the Trivedi School of Biosciences, and discussed the progress of the Centre for Health Analytics Research and Trends (CHART), supported by Indegene. Mr. Manish Gupta also had a fireside chat with Ashish Dhawan, Founding Chairperson of the Board of Trustees, at the Center for Entrepreneurship.

3. Foundation for Promotion of Sports and Games / OGQ

OGQ is a program of the Foundation for Promotion of Sports and Games. Indegene provides Sports Science support i.e., towards the health, wellness and fitness of athletes to ensure they are in the best shape to compete in the Olympics & Paralympics.

As part of our CSR engagement program, we hosted Ajay Jayaram, former badminton champion and Head of Partnerships & Communication at OGQ, as the Guest of Honour for Indegene Premier League Season 14. This much-anticipated sports tournament blending indoor and outdoor games, brought employees together in the spirit of fun, competition and teamwork. Ajay’s presence and words of encouragement inspired everyone, making this event a true celebration of sportsmanship and unity.

4. Foundation for Excellence

As part of our ongoing commitment to Sponsoring the professional education of 25 academically bright and financially deserving Medical (MBBS) students from Karnataka, India through annual scholarship awards from Indegene, Indegene successfully concluded its Mentorship Program for third-year Engineering students from Foundation for Excellence (FFE). The program aimed to equip them with career-relevant skills and guidance, boosting their employability and confidence in the professional world. Additionally, Season 2 of the program was launched in October 2024.

5. Plaksha University (Reimagining Higher Education Foundation)

The support extended to Plaksha has been restructured into two distinct CSR initiatives to enhance focus and impact:

- Plaksha – Scholarship Project: This initiative aims to provide financial assistance to meritorious and underprivileged students, enabling access to quality higher education.
- Plaksha – Faculty Chair Project: This project supports the establishment of faculty chairs to attract and retain world-class academic talent, fostering innovation and academic excellence.

Mr. Manish Gupta, Chairman, Executive Director, and CEO of the Company participated in Plaksha University’s Founder’s Day. The program included an innovation tour, an interactive session, and a mentorship luncheon with students.

6. Speech Therapy at FAME India Bangalore

The Speech Pathology Program is an integral part of the rehabilitation team at FAME India. The Speech Pathologists assess and treat approximately 100 children and adults with disabilities in the following programs:

- Home Management: The objectives of this program are early intervention through transdisciplinary approach, parent education and potential school placement.
- School: Children between the age range of 6 to 18 years with communication and swallowing issues are seen in individual or group sessions.
- Outreach: Once a week, a community outreach team goes out to surrounding rural areas to provide assessment, intervention and education.
- Day Activity Centre: Communication intervention for adults with Disabilities from 18 to 60 years.
- Respite Care: Maintenance programs to enhance quality of life of persons with profound disabilities.

7. Bangalore Kidney Foundation (“BKF”)

As part of its CSR initiatives, Indegene, in partnership with the BKF, extended its support to the Total Care Dialysis Project. Through this collaboration, Indegene funded the treatment and care of three patients under the Patient Adoption Program.

Section B - New CSR projects

The following new CSR projects were recommended by the Company during the financial year:

1. **Center for Development and Promotion of Science / Foundation for Advancing Science & Technology (FAST)**

The Center for Development and Promotion of Science, also known as the Foundation for Advancing Science and Technology (FAST), is a non-profit trust dedicated to advancing Science and Technology (S&T) in India. Key Objectives of the program are:

- **Ecosystem enabling.** To collaborate with S&T-related government bodies to enhance the ease of conducting scientific research in India and align the efficiency of the R&D processes with global standards.
- **Institution building.** To work with the scientific research and academic institutions to implement best practices, track progress, improve efficiency, and enhance effectiveness.
- **Industry participation.** To encourage innovation and R&D-led growth by Indian companies. We also aim to enhance corporate sector engagement with academic institutions to develop cutting-edge scientific processes.
- **Cultivating a Science Culture.** To stimulate curiosity and interest in science as a career among India's youth through a mix of public events, competitions, and opportunities.

2. **Foundation for Reinventing Governance / Indian School of Public Policy ("ISPP")**

Indegene's partnership with ISPP in co-creating Centre of Advancing Universal Health Coverage ("UHC") will contribute to:

- Assist central and state governments in crafting data-driven UHC strategies.
- Design and conduct training programs for policymakers and health system managers.
- Collaborate with governments, insurance industry, & HCPs to enhance financial protection & broaden healthcare access.
- Develop programs to boost health insurance literacy, empowering informed health coverage choices.
- Drafting a Vision Document, Build Foundational Infrastructure.

3. **Bangalore Hospice Trust**

Bangalore Hospice Trust ("BHT") is a public charitable organisation established through the combined efforts of Rotary Bangalore Indiranagar and the Indian Cancer Society, Karnataka Chapter, in 1994. BHT's mission is to provide compassionate palliative care for people facing life-limiting illness through quality care, advocacy, research and education. The vision of BHT encompasses CARE, i.e.:

C – Caring,
A – Advocacy,
R – Research,
E – Education and Training

This project aims to equip non-mental health professionals with the knowledge and skills needed to assess and address the psychosocial and spiritual needs of patients with chronic illnesses.

4. **Indian Institute of Cerebral Palsy ("IICP")**

IICP runs the Jugnu Shishu Vikas Kendra: An inclusive playschool and nutrition programme for underprivileged children aged 2-6 years, initiated in 2010.

Main objective:

- To support the Jugnu Shishu Vikas Kendra programme, enhancing early education and nutrition for underprivileged children.
- Support: Financial assistance, resources, and expertise to improve the programme's reach and effectiveness.

5. **National College Group of Institutions**

110 laptops were donated to the National College Group of Institutions to set up computer labs.

6. **Rotary Bangalore Lakeside**

In collaboration with Rotary Bangalore Lakeside, the Company provided ten laptops to ten government schools (totally 100 laptops) in Kolar district to set up computer labs. This initiative aims to bridge the digital divide for students in rural India, empowering them with access to modern technology and Digital Education.

B. **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	Mr. Manish Gupta	Chairman, Executive Director and Chief Executive Officer, Chairperson	1	1
2	Dr. Rajesh Bhaskaran Nair	Non-Executive Director, Member	1	1
3	Dr. Sanjay Suresh Parikh	Executive Director, Member	1	1
4	Mr. Pravin Udhyavara Bhadya Rao	Non-Executive Independent Director, Member	1	1

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.	The composition of the CSR committee is available on our website, at https://www.indegene.com/who-we-are/leadership The Committee, with the approval of the Board, has adopted the CSR Policy as required under Section 135 of the Companies Act, 2013. The CSR Policy of the Company is available on our website, at CSR Policy CSR projects approved by the Board are available on our website, at https://www.indegene.com/who-we-are/social-responsibility
4.	Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.	Not applicable
5.	(a) Average net profit of the company as per sub-section (5) of section 135.	₹ 161,06,16,059
	(b) Two percent of average net profit of the company as per sub-section (5) of section 135.	₹ 3,22,12,321

(c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years	Nil
(d) Amount required to be set-off for the financial year, if any.	NIL
(e) Total CSR obligation for the financial year [(b)+(c)-(d)].	₹ 3,22,12,321
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).	₹ 3,24,10,570
(b) Amount spent in Administrative Overheads.	NIL
(c) Amount spent on Impact Assessment, if applicable.	NA
(d) Total amount spent for the Financial Year [(a)+(b)+(c)].	₹ 3,24,10,570

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
2,48,97,000	75,13,570	25 April 2025	NIL	NIL	NA

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

Sl.NO.	Particulars	Amount(in ₹)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	3,22,12,321
(ii)	Total amount spent for the Financial Year	3,24,10,570
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	1,98,249
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Not claimed / carried forward
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	1,98,249

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 ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in Rs)	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)	Deficiency, if any
					Amount (in Rs)	Date of transfer	
1	FY - 1	1,03,95,000	1,03,95,000	49,50,000	NA	NA	54,45,000
2	FY – 2	88,90,000	44,45,000	44,45,000	NA	NA	NIL
3	FY - 3	67,60,000	NIL	NIL	NA	NA	NIL

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

If Yes, enter the number of Capital assets created/ acquired: Nil

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

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered Address
(1)	(2)	(3)	(4)	(5)	(6)		
Not Applicable							

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

10.A Responsibility Statement of the CSR Committee:

We hereby declare that implementation and monitoring of CSR Policy are in compliance with CSR objectives and policy of the Company and in line with the Companies Act, 2013.

Sd/-

Manish Gupta

(Chairman of the Board, Chief Executive Director, Chief Executive Officer and Chairman of CSR Committee)

[Person specified under clause (d) of sub-section (1) of section 380 of the Act] (Wherever applicable) – Not Applicable