

# Report on Corporate Governance

This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Companies Act, 2013 (“the Act”) and the report contains the details of Corporate Governance systems and processes at Indegene Limited (“Indegene” or “the Company”).

## 1. CORPORATE GOVERNANCE

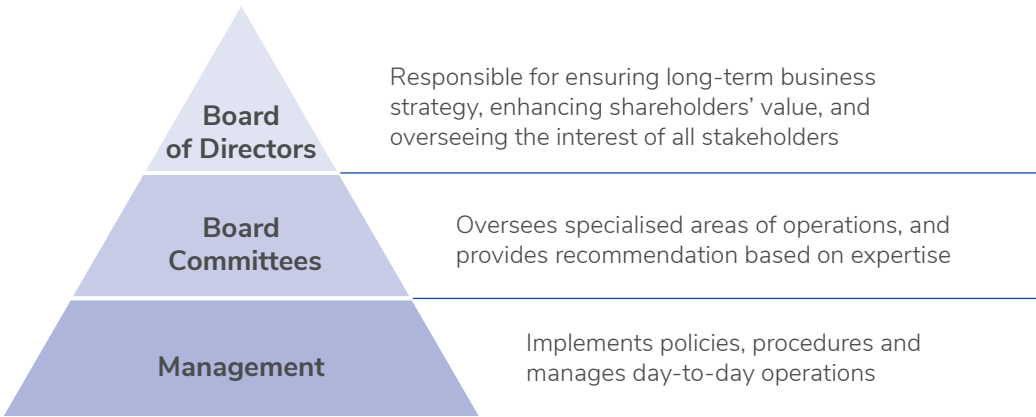
### A. Company’s Philosophy on Corporate Governance

Indegene is committed towards adoption of the best corporate governance practices and its adherence in true spirit. Indegene and its subsidiaries considers corporate governance as one of the pillars to build and maintain the trust.



At Indegene, we base our business on responsible corporate behaviour. We act according to our values and principles, which are strengthened at all levels within the Company.

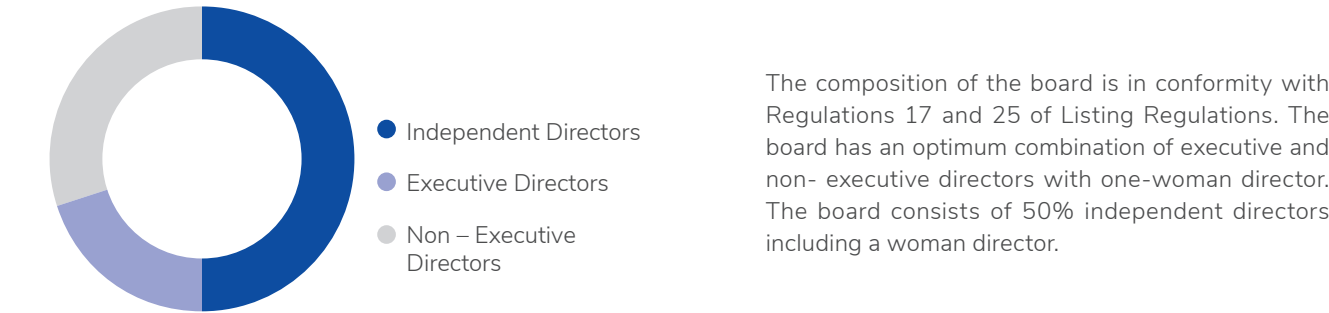
### B. Corporate Governance Structure








Governance structure is multi-tiered, comprising the board of directors, board committees and the management. The board is responsible for and committed to sound principles of corporate governance in the Company. The board plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed, and independent board. We keep our governance practices under continuous review and benchmark ourselves to best practices across the globe. The board is overall responsible for the management, general affairs, strategic direction, and performance of the company and is ably supported by the board committees and the management.






## 2. BOARD OF DIRECTORS

### A. Board composition and other details



Details of composition of the board of Directors, attendance of directors at the board meetings & at the last Annual General Meeting (AGM) held in financial year 2024-25, are as follows:

	Name of the Director	Attended AGM on Sep 06, 2024	No. of Board Meetings								Held during tenure	Attended	%
			1 (16 April 2024)	2 (26 April 2024)	3 (08 May 2024)	4 (29 May 2024)	5 (Aug 01, 2024)	6 (Oct 28, 2024)	7 (Jan 30, 2025)	8 (Mar 19, 2025)			
Executive Directors													
	<b>Mr. Manish Gupta</b> (Chairman, Executive Director & CEO)	Y	Y	Y	Y	Y	Y	Y	Y	Y	8	8	100
	<b>Dr. Sanjay Suresh Parikh</b> (Executive Director)	Y	Y	Y	Y	Y	Y	Y	Y	Y	8	8	100
Non – Executive Directors													
	<b>Dr. Rajesh Bhaskaran Nair</b> (Non- executive Director)	Y	Y	Y	Y	Y	Y	Y	Y	Y	8	8	100
	<b>Mr. Neeraj Bharadwaj</b> (Non- executive Nominee Director) *	Y	Y	Y	Y	Y	L	Y	Y	Y	8	7	88
	<b>Mr. Mark Francis Dzialga</b> (Non- executive Nominee Director) **	Ab	Y	Y	L	Y	Y	Y	Y	Y	8	7	88

	Name of the Director	Attended AGM on Sep 06, 2024	No. of Board Meetings								Held during tenure	Attended	%
			1 (16 April 2024)	2 (26 April 2024)	3 (08 May 2024)	4 (29 May 2024)	5 (Aug 01, 2024)	6 (Oct 28, 2024)	7 (Jan 30, 2025)	8 (Mar 19, 2025)			
Non – Executive Independent Directors													
	Dr. Ashish Gupta	Ab	Y	L	Y	Y	Y	Y	Y	L	8	6	75
	Mr. Jairaj Manohar Purandare	Y	Y	Y	Y	Y	Y	Y	Y	Y	8	8	100
	Mr. Pravin Udhyavara Bhadya Rao	Y	Y	Y	Y	Y	Y	Y	Y	Y	8	8	100
	Mr. Krishnamurthy Venugopala Tenneti	Y	Y	Y	Y	Y	L	Y	Y	Y	8	7	88
	Dr. Georgia Nikolakopoulou Papathomas	Y	Y	Y	Y	Y	Y	Y	Y	Y	8	8	100
% Attendance		80	100	90	90	100	80	100	100	90	-	-	-

Y – Present Ab – Absent L – Leave of Absence

\*Mr. Neeraj Bharadwaj is Nominee of CA Dawn Investments.

\*\*Mr. Mark Francis Dzialga is Nominee of BPC Group (Collectively, BPC Genesis Fund I SPV, Ltd. and BPC Genesis Fund I-A SPV, Ltd.)

Notes:

- None of the Directors are related to each other.
- There were no instances of resignation of an independent before the expiry of his /her tenure
- It may be noted that the company is managed by a professional board and does not have promoters.

During the financial year 2024-25, the composition of the Board was in compliance with Regulations 17 and 25 of the Listing Regulations read with Section 149 of the Act.

Details of directorships held by the Directors of Indegene as at 31 March 2025 in other equity listed entities (excluding Indegene), are as follows:

Sl. No.	Name, DIN	No. of Other Directorships					No. of Committee Positions held	
		Indian		Overseas	Listed Entities	Name of Listed Entities	Member	Chairperson
		Public	Private					
1.	Mr. Manish Gupta DIN: 00219273	Nil	Nil	6	Nil	NA	Nil	Nil
2.	Dr. Sanjay Suresh Parikh DIN: 00219278	Nil	Nil	5	Nil	NA	Nil	Nil
3.	Dr. Rajesh Bhaskaran Nair DIN: 00219269	Nil	Nil	6	Nil	NA	Nil	Nil
4.	Mr. Neeraj Bharadwaj* DIN: 01314963	5	4	4	3	Sequent Scientific Limited Piramal Pharma Limited Hexaware Technologies Limited	Nil	Nil
5.	Mr. Mark Francis Dzialga** DIN: 00955485	Nil	Nil	10	Nil	NA	Nil	Nil
6.	Mr. Krishnamurthy Venugopala Tenneti DIN: 01338477	1	8	Nil	1	Ola Electric Mobility Limited	3	2
7.	Dr. Ashish Gupta DIN: 00521511	2	2	7	1	Info Edge (India) Limited	1	1
8.	Mr. Jairaj Manohar Purandare DIN: 00159886	3	2	Nil	3	Piramal Pharma Limited HDFC Asset Management Company Limited CIE Automotive India Limited	6	4
9.	Mr. Pravin Udhyavara Bhadya Rao DIN: 06782450	4	1	Nil	3	Computer Age Management Services Limited Suven Pharmaceuticals Limited Zensar Technologies Limited	10	5
10.	Dr. Georgia Nikolakopoulou Papathomas DIN: 09734940	Nil	Nil	8	Nil	NA	Nil	Nil

Notes:

None of the directors hold directorship in more than 10 public companies out of which seven companies are listed. Also, none of the whole-time directors are serving as an independent director.

Disclosures regarding committee positions in other Indian public companies as at 31 March 2025, have been furnished by the Directors.

B. Board Meetings

Board meetings are convened at appropriate intervals by giving notice and agenda papers to the Directors in advance. The time gap between two consecutive Board meetings has not exceeded 120 days. In addition to the Act and the Listing Regulations, Indegene also adheres to the requirements of the 'Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings' (SS-1). The Company Secretary, in consultation with the Chairperson of the Board of Directors and the Chairpersons of the respective Board Committees, prepares the agenda and supporting documents for discussion at each Board/Committee meetings, respectively. Members of the Board or Committees may suggest items to be included in the agenda, in addition, they have the right to bring up matters for discussion at the meeting with the permission of the Chairperson.

Directors are given the option to attend the meetings via video conferencing. In case of any exigency or requirement to transact an urgent business matter, a resolution by way of circulation is passed by the Board of Directors/respective Committees, which is subsequently taken on record by the Board/Committee in its subsequent meeting.

During the year under review, eight board meetings were held. The date of board meetings along with presence of quorum are as follows:

Sl.No.	Date of meeting	Total no. of Directors on board as on date of the meeting	Total no. of Directors present	Total no. of Independent Directors present	Presence of Quorum (Yes/No)
1.	16 April 2024	10	10	5	Yes
2.	26 April 2024	10	9	4	Yes
3.	08 May 2024	10	9	5	Yes
4.	29 May 2024	10	10	5	Yes
5.	01 August 2024	10	8	4	Yes
6.	28 October 2024	10	10	5	Yes
7.	30 January 2025	10	10	5	Yes
8.	19 March 2025	10	9	4	Yes

During the year, information as required in Part A of Schedule II under Regulation 17(7) of the SEBI Listing Regulations was placed before the Board for due consideration.

As a green initiative, the agendas of the Board & Committee meetings are circulated via e-mail. All important decisions taken at the meetings are communicated to the concerned functions for necessary action. In compliance with SS-1, the draft minutes of the Board & Committee meetings are circulated amongst the Directors within the prescribed time.

C. Matrix of skills/expertise/competencies of the Board of Directors:

In terms of requirements of the SEBI Listing Regulations, the Board has identified the core skills/expertise/competencies of the Directors which are relevant to the context of Company's business. Broadly, the skill sets identified by the Board are categorised as under:

- Healthcare solutions / Pharmaceuticals.
- Business administration / Management advisory.
- Investment banking / Finance / Taxation.
- Information Technology.
- Strategy & Planning.
- Risk management.

Board Skills

Healthcare solutions / Pharmaceuticals	Business administration / Management advisory	Investment banking / Finance / Taxation
Expertise in healthcare solutions and pharmaceuticals enables informed decision-making in product development, regulatory compliance, market positioning, and innovation.	Expertise in business administration and management advisory equips organizational growth, enhances operational efficiency, and ensures financial sustainability. This competency fosters effective governance, risk management, and long-term value creation for stakeholders.	Expertise in investment banking, finance, and taxation provides the financial acumen to optimize capital allocation, manage risks, and ensure regulatory compliance. This competency is crucial for maintaining financial stability, driving strategic investment decisions, and maximizing shareholder value.
Information Technology	Strategy & Planning	Risk management
Expertise in Information Technology (IT) helps to leverage digital innovation, enhance cybersecurity, and drive business transformation. This competency ensures the effective adoption of emerging technologies, operational efficiency, and resilience in an increasingly digital landscape	Expertise in strategy and planning helps to define long-term objectives, navigate market complexities, and drive sustainable growth. This competency ensures informed decision-making, effective resource allocation, and adaptability in a dynamic business environment.	Expertise in risk management enables to identify, assess, and mitigate potential threats that could impact the organization's operations, financial health, and reputation. This competency ensures proactive decision-making, regulatory compliance, and long-term business resilience.

In the table below, the specific areas of focus and expertise of individual Board Members have been highlighted. However, absence of a mark against a member's name does not necessarily mean the Member does not possess any corresponding knowledge.

Details of the specific areas of focus and expertise of the individual Board members

Name of the Director	Healthcare solutions / Pharmaceuticals	Business administration / Management advisory	Investment banking / Finance / Taxation	Information Technology	Strategy & Planning	Risk management
Mr. Manish Gupta	✓	✓	-	✓	✓	✓
Dr. Sanjay Suresh Parikh	✓	✓	-	✓	✓	✓
Dr. Rajesh Bhaskaran Nair	✓	✓	-	✓	✓	✓
Mr. Neeraj Bharadwaj	✓	✓	-	✓	✓	✓
Mr. Mark Francis Dzialga	✓	✓	-	✓	✓	✓
Mr. Krishnamurthy Venugopala Tenneti	✓	-	✓	✓	✓	✓
Dr. Ashish Gupta	✓	-	-	✓	✓	✓
Mr. Jairaj Manohar Purandare	-	-	✓	✓	✓	✓
Mr. Pravin Udhyavara Bhadya Rao	✓	-	✓	✓	✓	✓
Dr. Georgia Nikolakopoulou Papathomas	✓	-	✓	✓	✓	✓

D. Board Diversity

The Company acknowledges and accepts the significance of diverse representation on the Board for better decision- making and its growth and success. It believes that a diverse Board composition will be able to assess issues through a broader lens, through differences in ideas, points-of-view, global experience, cultural and geographical background, age, ethnicity, gender, sexual orientation, knowledge and skills.

The Board Diversity Policy adopted by the Board sets out its approach to diversity. The policy is available on our website, at [Policy on Board Diversity](#).

E. Independent Directors

The Independent Directors of the Company have confirmed that they meet the criteria of Independence as mandated by Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act 2013. In the opinion of the board, the independent directors fulfil the conditions specified in these regulations and are independent of the management.







3. COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities as mandated by applicable regulations, which concern the Company and need a closer review. The committees of the Board are guided by their respective charter/terms of reference, which outline their composition, scope, power, duties/functions and responsibilities.

Basis recommendations, suggestions and observations made by these committees, the Board of Directors take an informed decision on the matters under their consideration.

The Chairperson of the respective Committees update the Board of Directors on the deliberations at the Committee meetings.

As on 31 March 2025, the Board has constituted the following Committees:

BOARD COMMITTEES		
AUDIT COMMITTEE	RISK MANAGEMENT COMMITTEE	STAKEHOLDERS RELATIONSHIP COMMITTEE
<div><div> Mr. Jairaj Manohar Purandare</div><div> Dr. Sanjay Suresh Parikh</div><div> Mr. Pravin Udhyavara Bhadya Rao</div><div> Mr. Krishnamurthy Venugopala Tenneti</div></div>	<div><div> Mr. Manish Gupta</div><div> Dr. Rajesh Bhaskaran Nair</div><div> Dr. Sanjay Suresh Parikh</div><div> Mr. Pravin Udhyavara Bhadya Rao</div></div>	<div><div> Mr. Jairaj Manohar Purandare</div><div> Dr. Sanjay Suresh Parikh</div><div> Dr. Rajesh Bhaskaran Nair</div></div>
NOMINATION AND REMUNERATION COMMITTEE	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	INVESTMENT COMMITTEE
<div><div> Mr. Krishnamurthy Venugopala Tenneti</div><div> Mr. Pravin Udhyavara Bhadya Rao</div><div> Mr. Neeraj Bharadwaj</div><div> Mr. Mark Francis Dzialga</div><div> Dr. Ashish Gupta</div><div> Mr. Jairaj Manohar Purandare</div></div>	<div><div> Mr. Manish Gupta</div><div> Dr. Rajesh Bhaskaran Nair</div><div> Dr. Sanjay Suresh Parikh</div><div> Mr. Pravin Udhyavara Bhadya Rao</div></div> <div><div><b>IPO COMMITTEE</b></div><div><div> Mr. Manish Gupta</div><div> Mr. Mark Francis Dzialga</div><div> Mr. Neeraj Bharadwaj</div><div> Dr. Sanjay Suresh Parikh</div></div></div>	<div><div> Mr. Krishnamurthy Venugopala Tenneti</div><div> Dr. Ashish Gupta</div><div> Mr. Mark Francis Dzialga</div><div> Mr. Neeraj Bharadwaj</div><div> Dr. Rajesh Bhaskaran Nair</div></div>

 Chairperson  Member

A. Audit Committee

The Audit Committee meets the criteria laid down under Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations.

As on 31 March 2025, the Audit Committee comprises of three Independent Directors and one Executive Director.

The Committee met six times during the year ended 31 March 2025. Details of Audit Committee ('AC') meetings along with presence of quorum are as under:

Sl. No	Date of meeting	Total no. of Directors in the AC as on date of the meeting	Total no. of Directors present	Total no. of Independent Directors present	Presence of Quorum (Yes/No)
1.	16 April 2024	4	4	3	Yes
2.	16 April 2024	4	4	3	Yes
3.	28 May 2024	4	4	3	Yes
4.	31 July 2024	4	3	2	Yes
5.	28 October 2024	4	4	3	Yes
6.	28 January 2025	4	4	3	Yes









Details of attendance of the Directors at the meetings of Audit Committee, are as under



Name of the Director	Category	Position in the Committee	No. of meetings held in FY 2024-25 during the tenure of the Director	No. of meetings attended
Mr. Jairaj Manohar Purandare	Non-Executive Independent Director	Chairperson	6	6
Dr. Sanjay Suresh Parikh	Executive Director	Member	6	6
Mr. Pravin Udhyavara Bhadya Rao	Non-Executive Independent Director	Member	6	6
Mr. Krishnamurthy Venugopala Tenneti	Non-Executive Independent Director	Member	6	5

Terms of reference

The Company is listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). Securities and Exchange Commission (SEC) mandate that listed companies adopt an appropriate Audit Committee Charter. The Committee is guided by the Charter adopted by the Board, available on the Company's website, at [Terms of Reference](#)

Key Terms of Reference of the Committee are:

Activities of the Committee during the year	Frequency
Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible	
Reviewing and examining with Management the quarterly and annual financial results and the Limited Review/Auditor's Report thereon before submission to the Board for approval	 
Reviewing management discussion and analysis of financial condition and results of operations	
Recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services	 
Reviewing and monitoring the Statutory Auditor's independence and performance and effectiveness of audit process	
Reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company	

Activities of the Committee during the year	Frequency
Reviewing the adequacy of internal audit function and the findings of any internal investigations by the internal auditors	
Reviewing the utilisation of loans and/or advances from/investment in the Subsidiary exceeding ₹100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments	

 Quarterly    Annually    Periodically

Committee governance

The Committee fulfills the requirements of:

- Audit Committee Charter
- Section 149 and 177 of the Companies Act, 2013
- Regulation 18 of the Listing Regulations

The Committee, to carry out its responsibilities efficiently and transparently, relies on the Management’s financial expertise and that of the internal and independent auditors. The Management is responsible for the Company’s internal control over financial reporting and the financial reporting process. The independent auditors are responsible for performing an independent audit of the Company’s financial statements in accordance with the Generally Accepted Auditing Principles and for issuing a report based on the audit.

The meetings of the Audit Committee are also attended by the Chief Financial Officer, Statutory Auditors, Group Controller and Internal Auditor as special invitees. The Company Secretary acts as the Secretary to the Committee. The minutes of each Audit Committee meeting are placed in the next meeting of the Board. During the financial year 2024-25, some of the business were considered by passing resolution(s) by circulation. All the decisions and recommendations made by the Committee were approved by requisite majority of the members of the Committee. The Audit Committee also meets the Internal and Statutory Auditors separately, without the presence of Management representatives

Statutory Compliance Monitoring Tool

The Company has implemented a web-based Statutory Compliance Monitoring Tool designed to enhance and streamline the tracking of all statutory and legal obligations required by the Company. This innovative tool provides a comprehensive platform for managing compliance across various domains, ensuring that all legal requirements are met in a timely and efficient manner. It serves as a reliable resource for the Board, offering necessary assurances regarding the Company’s adherence to legal standards.

By leveraging this tool, the Company can effectively navigate the complex landscape of statutory requirements, mitigate potential risks, and maintain a robust compliance posture. This, in turn, reinforces the Company’s commitment to ethical business practices and good governance, while providing the Board with a clear and transparent view of the Company’s compliance status.

B. Nomination & Remuneration Committee

The Nomination and Remuneration Committee (“NRC”) of the Board of Directors meets the criteria laid down under Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations.

As on 31 March 2025, the NRC comprises of four Independent Directors and two Non-Executive Nominee Directors.

The Committee met 2 times during the year ended 31 March 2025. Details of NRC meetings along with presence of quorum are as under:

SL. No	Date of meeting	Total no. of Directors in the NRC as on date of the meeting	Total no. of Directors present	Total no. of Independent Directors present	Presence of Quorum (Yes/No)
1.	18 July 2024	6	6	4	Yes
2.	22 January 2025	6	6	4	Yes







Details of attendance of the Directors at the meetings of Nomination & Remuneration Committee, are as under


Name of the Director	Category	Position in the Committee	No. of meetings held in FY 2024-25 during the tenure of the Director	No. of meetings attended
Mr. Krishnamurthy Venugopala Tenneti	Non-Executive Independent Director	Chairperson	2	2
Mr. Pravin Udhyavara Bhadya Rao	Non-Executive Independent Director	Member	2	2
Mr. Neeraj Bharadwaj	Non-Executive Director	Member	2	2
Mr. Mark Francis Dzialga	Non-Executive Director	Member	2	2
Dr. Ashish Gupta	Non-Executive Independent Director	Member	2	2
Mr. Jairaj Manohar Purandare	Non-Executive Independent Director	Member	2	2

Terms of reference

The Company is listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The Committee is guided by the Charter adopted by the Board, available on the Company’s website, at [Terms of Reference](#)

Key Terms of Reference of the Committee are:

Activities of the Committee during the year	Frequency
Determine/recommend the criteria for appointment of directors, senior management and key managerial personnel	
Identify candidates who are qualified to become Directors and who may be appointed as senior management, or as a key managerial personnel	
Evaluate the balance of skills, knowledge and experience on the Board and prepare a description of the role and capabilities required for independent director(s)	
Review and determine all elements of remuneration package of all the executive directors, i.e. salary, benefits, bonuses, stock options, pension, etc.	
Recommend to the Board, all remunerations, in whatever form, payable to senior management	 

 Quarterly    Annually    Periodically

Committee governance

The Committee fulfills the requirements of:

- Nomination and Remuneration Committee Charter.
- Section 178 of the Companies Act, 2013.
- Regulation 19 of the Listing Regulations.

The Committee oversees key processes by which the Company recruits new members to its Board, and the process by which the Company recruits, motivates and retains outstanding senior management as well as the Company’s overall approach to human resource management.

The Committee also plays the role of the Compensation Committee and is responsible for administering stock option schemes as applicable to the employees of the Company.

During the financial year 2024-25 some of the businesses were considered by passing resolution(s) by circulation. The minutes of each of the Nomination and Remuneration Committee meetings are placed at the next meeting of the Board. All the decisions and recommendations made by the Committee were approved by requisite majority of the members of the Committee.



Board Membership criteria

The NRC identifies and recommends to the Board, suitable candidates for the position of Director, based on the Board Skill Matrix identified and approved by the Board. NRC considers attendance, participation, contribution and involvement of the Director in discharging their functions and in Company’s strategic matters during the Board/ Committee meetings, while recommending their re-appointment.

The NRC ensures that the Board of Directors has an optimum composition of Directors with diversity of thought, knowledge, perspective, age, gender, expertise and skill, which would help the Company in attainment of its objectives.

Additionally, for appointment or re-appointment of an Independent Director, the NRC ensures that the candidate fulfils the criteria of independence as prescribed under the Act and the SEBI Listing Regulations, including independence from the management, at the time of giving its recommendation to the Board. The terms & conditions of appointment of Independent Directors is available on the Company’s website at [Terms and Conditions of Independent Directors](#)

Performance evaluation of Board Members

The evaluation parameters and the process have been explained in the “Policy For Evaluation of The Performance of The Board of Directors” available on our website [Policy for Evaluation of The Performance of The Board of Directors](#)

Remuneration of Directors

Remuneration of Directors is based on various factors such as the size, global presence, economic & financial position of the Company and their participation in the Board/Committee meetings. Basis these factors, remuneration payable to the Directors is recommended by the NRC the Board. Remuneration of executive directors includes base salary and variable compensation (basis the variable compensation plan as per Company’s policy and achievement of the milestones/goals laid out in the plan). Remuneration of Independent Directors is based on factors such as their committee position(s), attendance & participation at board/committee meetings. Independent Directors are entitled to sitting fee, reimbursement of expenses incurred to participate in Board/Committee meetings and commission on profit.

Details of remuneration paid/payable to Directors for financial year 2024 -25 are as under:

I. Executive Directors

Name of the Director	Gross Salary	Perquisite amount	Total Gross salary
Mr. Manish Gupta	3,52,37,526.00	13,04,862.00	3,65,42,388.00
Dr. Sanjay Suresh Parikh	2,34,44,339.00	10,83,818.00	2,45,28,157.00

II. Non-Executive Directors

Name of the Director	Designation	Commission	Sitting Fees
Dr. Rajesh Bhaskaran Nair	Non- executive Director	Nil	Nil
Mr. Neeraj Bharadwaj	Non- executive Nominee Director	Nil	Nil
Mr. Mark Francis Dzialga	Non- executive Nominee Director	Nil	Nil
Dr. Ashish Gupta	Non- executive Independent Director	90,00,000	6,00,000
Mr. Jairaj Manohar Purandare	Non- executive Independent Director	40,00,000	9,00,000
Mr. Pravin Udhyavara Bhadya Rao	Non- executive Independent Director	40,00,000	9,50,000
Mr. Krishnamurthy Venugopala Tenneti	Non- executive Independent Director	40,00,000	9,00,000
Dr. Georgia Nikolakopoulou Papathomas	Non- executive Independent Director	90,00,000	4,50,000

Note: The commission paid to Independent Directors is stated on a gross basis, prior to the deduction of applicable taxes.

C. Risk Management Committee

The Risk Management Committee (“RMC”)of the Board of Directors meets the criteria laid down under Regulation 21 of the SEBI Listing Regulations.

As on 31 March 2025, the RMC comprises of one independent director, one non-executive director and two executive directors.

The Committee met one time during the year ended 31 March 2025. Details of RMC meetings along with presence of quorum are as under:

Sl. No	Date of meeting	Total no. of Directors in the RMC as on date of the meeting	Total no. of Directors present	Total no. of Independent Directors present	Presence of Quorum (Yes/No)
1.	18 March 2025	4	3	1	Yes

Details of attendance of the Directors at the meetings of RMC, are as under:




Name of the Director	Category	Position in the Committee	No. of meetings held in FY 2024-25 during the tenure of the Director	No. of meetings attended
Mr. Manish Gupta	Executive Director	Chairperson	1	1
Dr. Rajesh Bhaskaran Nair	Non-Executive Director	Member	1	0
Dr. Sanjay Suresh Parikh	Executive Director	Member	1	1
Mr. Pravin Udhyavara Bhadya Rao	Non-Executive Independent Director	Member	1	1

The Company was included in the Top 500 Listed Entities as of 31 December 2024, thereby meeting the requirement to establish a Risk Management Committee. In compliance with this requirement, the Risk Management Committee was constituted on 23 February 2025. As a result, only one meeting has been conducted to date.

Terms of reference

The detailed terms of reference of the Risk Management Committee form part of the 'Corporate Governance Code' which is available on the website of the Company at [Terms of Reference](#)

Key Terms of Reference of the Committee are:

Activities of the Committee during the year	Frequency
To identify the internal and external risks, inter alia, financial, operational, sectoral, sustainability/ ESG, information, cyber security risks, legal and regulatory risks	
Oversee the implementation of the Risk Management Policy and the adequacy of Risk Management systems	
Ensure appropriate methodology, processes and systems are in place to monitor and evaluate risks	

 Quarterly    Annually    Periodically

Committee governance

The Committee fulfils the requirements of:

- Risk Management Committee Charter.
- Regulation 21 of the Listing Regulations.

The minutes of each of the Risk Management Committee meetings are placed at the next meeting of the Board. All the decisions and recommendations made by the Committee were approved by requisite majority of the members of the Committee.

**D. Corporate Social Responsibility Committee**

The Corporate Social Responsibility (“CSR”) Committee of the Board of Directors meets the criteria laid down under Section 135 of the Act.

As on 31 March 2025, the CSR Committee comprises of one independent director, one non-executive director and two executive directors.

The Committee met one time during the year ended 31 March 2025. Details of CSR meetings along with presence of quorum are as under:

Sl. No	Date of meeting	Total no. of Directors in the CSR as on date of the meeting	Total no. of Directors present	Total no. of Independent Directors present	Presence of Quorum (Yes/No)
1.	24 January 2025	4	4	1	Yes






Details of attendance of the Directors at the meetings of CSR, are as under:

Name of the Director	Category	Position in the Committee	No. of meetings held in FY-25 during the tenure of the Director	No. of meetings attended
Mr. Manish Gupta	Executive Director	Chairperson	1	1
Dr. Rajesh Bhaskaran Nair	Non-Executive Director	Member	1	1
Dr. Sanjay Suresh Parikh	Executive Director	Member	1	1
Mr. Pravin Udhyavara Bhadya Rao	Non-Executive Independent Director	Member	1	1

**Terms of reference**

The detailed terms of reference of the CSR Committee form part of the ‘Corporate Governance Code’ which is available on the website of the Company at [CSR Policy](#)

**Key Terms of Reference of the Committee are:**

Activities of the Committee during the year	Frequency
Formulate and recommend to the Board the CSR Policy and activities to be undertaken	
Recommend the amount of expenditure to be incurred on CSR activities	
Formulate and review the Annual Action Plan in pursuance of the CSR Policy	 
Oversee the manner of execution of projects or programmes; the modalities of utilisation of funds and implementation schedules for the projects/programmes	

 Quarterly    Annually    Periodically

**Committee governance**

The Committee fulfil the requirements of:

- CSR Committee Charter.
- Section 135 of the Companies Act, 2013.

The CSR Committee is responsible for identifying the areas of CSR activities, programs and execution of initiatives as per defined guidelines and other initiatives undertaken by the Company.

The minutes of each of the CSR Committee meetings are placed at the next meeting of the Board. All the decisions and recommendations made by the Committee were approved by requisite majority of the members of the Committee.

**E. Stakeholders Relationship Committee**

The Stakeholders’ Relationship Committee (“SRC”) of the Board of Directors meets the criteria laid down under Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations.

As on 31 March 2025, the SRC comprises of one independent director, one non-executive director and one executive director.

The Committee met one time during the year ended 31 March 2025. Details of SRC meetings along with presence of quorum are as under:

Sl. No	Date of meeting	Total no. of Directors in the SRC as on date of the meeting	Total no. of Directors present	Total no. of Independent Directors present	Presence of Quorum (Yes/No)
1.	10 March 2025	3	3	1	Yes



Details of attendance of the Directors at the meetings of SRC, are as under:

Name of the Director	Category	Position in the Committee	No. of meetings held in FY 2024-25 during the tenure of the Director	No. of meetings attended
Mr. Jairaj Manohar Purandare	Non-Executive Independent Director	Chairperson	1	1
Dr. Sanjay Suresh Parikh	Executive Director	Member	1	1
Dr. Rajesh Bhaskaran Nair	Non-Executive Director	Member	1	1

**Terms of reference**

The detailed terms of reference of the Stakeholders’ Relationship Committee form part of the ‘Corporate Governance Code’ which is available on the website of the Company at [Terms of Reference](#).

**Key Terms of Reference of the Committee are:**

Activities of the Committee during the year	Frequency
Consider and resolve the grievances of shareholders	
Review of adherence to the service standards adopted by the Company in respect of various services being rendered by its Registrar & Share Transfer Agent	
Make recommendations to improve investor service levels for the investors	
Review of the various measures and initiatives taken by the Company for reducing the quantum of unpaid dividend	

 Quarterly    Annually    Periodically

**Committee Governance**

The Committee performs the functions as required by:

- Stakeholders Relationship Committee Charter.
- Section 178 of the Companies Act, 2013 and rules framed thereunder.
- Regulation 20 of the Listing Regulations and other regulations and laws, as applicable.

The minutes of each of the Stakeholders’ Relationship Committee meetings are placed at the next meeting of the Board. All the decisions and recommendations made by the Committee were approved by requisite majority of the members of the Committee.

**Details of Investors’ Complaints**

Ms. Srishti Ramesh Kaushik, is the Company Secretary and Compliance Officer, who is also responsible for ensuring expeditious resolution of Investors’ complaints. During the financial year 2024-25, 4387 complaints were received from the Investors. All complaints were redressed by 31 March 2025.

F. Investment Committee

Apart from the above statutory committees, the Board has constituted an Investment Committee ("IC") with an objective to focus and report to the Board on areas of strategic focus and significance for the Company.

As on 31 March 2025, the IC comprises of two independent director and three non-executive directors.

The Committee met three times during the year ended 31 March 2025. Details of IC meetings along with presence of quorum are as under:

Sl. No	Date of meeting	Total no. of Directors in the IC as on date of the meeting	Total no. of Directors present	Total no. of Independent Directors present	Presence of Quorum (Yes/No)
1.	23 July 2024	5	5	2	Yes
2.	18 November 2024	5	5	2	Yes
3.	13 March 2025	5	3	2	Yes

Details of attendance of the Directors at the meetings of the IC, are as under:

Name of the Director	Category	Position in the Committee	No. of meetings held in FY 2024-25 during the tenure of the Director	No. of meetings attended
Mr. Krishnamurthy Venugopala Tenneti	Non-Executive Independent Director	Chairperson	3	3
Dr. Ashish Gupta	Non-Executive Independent Director	Member	3	3
Mr. Mark Francis Dzialga	Non-Executive Director	Member	3	2
Mr. Neeraj Bharadwaj	Non-Executive Director	Member	3	2
Dr. Rajesh Bhaskaran Nair	Non-Executive Director	Member	3	3

Terms of reference

The terms of reference of the Investment Committee, inter alia, include reviewing and evaluating proposals for investment (including acquisitions), divestments, strategic alliances/technological tie-ups, large projects requiring capital expenditure based on strategic plans of the Company or its subsidiaries, and making appropriate recommendations to the Board of the Company.

It is also responsible for reviewing the post-transaction completion and integration processes and reviewing if the status is in line with the plans for acquisitions/strategical alliances/technological tie-ups.

The minutes of each of the IC meetings are placed at the next meeting of the Board. All the decisions and recommendations made by the Committee were approved by requisite majority of the members of the Committee.

G. IPO Committee

The Board has constituted Initial Public Offer (IPO) Committee on 30 September 2022 in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the uniform listing agreements.

As on 31 March 2025, IPO Committee comprised of two executive directors and two non-executive directors.

The Committee met four times during the year ended 31 March 2025. Details of IPO Committee meetings along with presence of quorum are as under:

Sl. No	Date of meeting	Total no. of Directors in IPO Committee as on date of the meeting	Total no. of Directors present	Total no. of Independent Directors present	Presence of Quorum (Yes/No)
1.	27 April 2024	4	4	Nil	Yes
2.	03 May 2024	4	4	Nil	Yes
3.	09 May 2024	4	2	Nil	Yes
4.	10 May 2024	4	2	Nil	Yes

Details of attendance of the Directors at the meetings of IC, are as under:

Name of the Director	Category	Position in the Committee	No. of meetings held in FY 2024-25 during the tenure of the Director	No. of meetings attended
Mr. Manish Gupta	Chairman, Executive Director and CEO	Chairperson	4	4
Dr. Sanjay Suresh Parikh	Executive Director	Member	4	2
Mr. Mark Francis Dzialga	Non-Executive Director	Member	4	4
Mr. Neeraj Bharadwaj	Non-Executive Director	Member	4	4

Terms of reference

The IPO Committee was responsible for overseeing the preparation and execution of the Company's Initial Public Offering (IPO). Its key responsibilities included:

- Coordinating the overall IPO process, including the selection and engagement of underwriters, legal counsel, and other relevant advisors.
- Preparing, reviewing, and finalizing the Draft Red Herring Prospectus (DRHP), Red Herring Prospectus (RHP), and related registration statements.
- Developing and implementing the strategy for execution of the IPO.
- Recommending the timing and pricing of the IPO in consultation with the lead managers and other advisors; and
- Ensuring regulatory and procedural compliance throughout the IPO process.

The minutes of each of the IPO Committee meetings were placed at the next meeting of the Board. All the decisions and recommendations made by the Committee were approved by requisite majority of the members of the Committee.

The Committee was constituted to oversee matters related to the IPO and remained in place until its conclusion. As the Company was listed on 13 May 2024, and the IPO process has been completed with its primary objectives fulfilled, the Committee was formally dissolved on 01 August 2024.

4. OTHER INFORMATION

A. Shareholders Meetings

Details of last three Annual General Meetings ("AGM") along with particulars of Special Resolution(s) passed by members of the Company in the said meetings, are as under:

Details of AGM

Financial Year	Venue of AGM	Date and Time	Special Resolution(s)
2021-22 24 <sup>th</sup> AGM	Held through video conferencing / other audiovisual means in terms of MCA Circulars	22 August 2022 at 1630 hrs	i) To appoint Mr. Krishnamurthy Venugopala Tenneti as an Independent Director.
			ii) To Amend The Indegene Private Limited Employee Stock Option Plan ("ESOP 2020 /Plan")
			iii) To amend The Indegene Private Limited Restricted Stock Unit Plan ("RSU 2020/Plan")
			iv) To approve bonus issue entitlement to holders of Restricted Stock Units / Employee Stock Options Under The RSU 2015, RSU 2020, And ESOP 2020
2022-23 25 <sup>th</sup> AGM	Held through video conferencing / other audiovisual means in terms of MCA Circulars	7 July 2023 at 1630 hrs	i) To terminate The Employee Stock Option Plan, 2007
			ii) To terminate The Employee Restricted Stock Unit Plan, 2015,



Financial Year	Venue of AGM	Date and Time	Special Resolution(s)
2023-24 26 <sup>th</sup> AGM	Held through video conferencing / other audiovisual means in terms of MCA Circulars	06 September 2024 at 1630 hrs	i) To ratify the Indegene Limited Employee Stock Option Plan 2020 (“ESOP 2020 “/”Plan”) Including The Indegene Limited Company Share Option CSOP 2022 (“CSOP Sub-Plan”) for Indegene Limited.
			ii) To ratify the Indegene Limited Employee Stock Option Plan 2020 (“ESOP 2020 “/”Plan”) including the Indegene Limited Company Share Option CSOP 2022 (“CSOP Sub-Plan”) for the subsidiaries of Indegene Limited
			iii) To ratify the Indegene Employee Restricted Stock Unit Plan 2020 (‘RSU 2020 /Plan”) for Indegene Limited.
			iv) To ratify the Indegene Employee Restricted Stock Unit Plan 2020 (‘RSU 2020 /Plan”) For the Subsidiaries Of Indegene Limited
			v) Appointment of Mr. Krishnamurthy Venugopala Tenneti
			vi) Granting nomination rights to specific shareholders

Details of EGM

Financial Year	Venue of AGM	Date and Time	Special Resolution(s)
2021-22	Manyata Embassy Business Park, 3RD Floor, Aspen Block G4, Nagawara Outer Ring Road, Bengaluru – 560 045	20 April 2021 at 1730 hours	i) To Appoint Mr. Neeraj Bharadwaj (DIN: 01314963) as a Nominee Director on the Board of Directors, nominated By CA Dawn Investments
			ii) To Appoint Mr. Mark Dzialga (DIN: 00955485) as a Nominee Director on the Board Of Directors, nominated by BPC Genesis Fund I SPV Ltd and BPC Genesis Fund I-A SPV Ltd
			iii) To Adopt Restated Articles
2022-23	Held through video conferencing / other audiovisual means in terms of MCA Circulars	1 July 2022 at 1730 hours	i) Increase in investment limits for Non-Resident Indians and Overseas Citizens of India
			ii) To approve issue of bonus shares
			iii) To appoint Mr. Jairaj Manohar Purandare as an Independent Director
			iv) To appoint Dr. Ashish Gupta as an Independent Director
			v) To appoint Mr. Pravin Udhyavara Bhadya Rao as an Independent Director
	Held through video conferencing / other audiovisual means in terms of MCA Circulars	7 November 2022 at 1730 hours	i) To appoint Dr. Georgia Nikolakopoulou Papathomas as an Independent Director
			ii) To convert from private limited company to public limited company and consequential amendment of clause I of Memorandum of Association of the Company.
			iii) To approve reclassification of authorised share capital of the Company and consequential amendment to clause V of the Memorandum of Association of Company
			iv) To adopt new Articles of Association
			v) Increase in investment limits for Non-Resident Indians and Overseas Citizens of India

Financial Year	Venue of AGM	Date and Time	Special Resolution(s)
	Held through video conferencing / other audiovisual means in terms of MCA Circulars	28 November 2022 at 1730 hours	i) Approving continuation of directorship of Mr. Krishnamurthy Venugopala Tenneti, Director in terms of Regulation 17(1a) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015
			ii) To increase the limits w.r.t overall managerial remuneration
			iii) Approving the Initial Public Offer of equity shares of the company
			iv) To amend the Indegene Limited Employee Stock Option Plan 2020 (‘ESOP Scheme /Plan”) including adoption of the Indegene Limited Company Share Option Plan 2022 (“CSOP Sub-Plan”)
			v) To amend the Indegene Limited Restricted Stock Unit Plan 2020 (‘RSU 2020 /PLAN”)
2023-24	Held through video conferencing / other audiovisual means in terms of MCA Circulars	27 March 2024 At 1730 hours	i) To adopt the amended set of Articles of Association of the Company

B. Approval of Members through Postal Ballot

During the year under review, in compliance with the applicable provisions of the Act, SEBI Listing Regulations and relevant circulars issued by the Ministry of Corporate Affairs, one postal ballot activity was conducted, details whereof are as under -

Postal Ballot – April 2025

**Date of Postal Ballot Notice: 13 March 2025**

**Voting Period:** Wednesday, 19 March 2025 at 9:00 a.m. (IST) until Thursday, 17 April 2025 at 5:00 p.m. (IST)

**Date of Approval:** 17 April 2025

**Date of Declaration of Result:** 18 April 2025

Sl. No.	Particulars of the Resolution	Total number of votes cast	No. of votes cast as assent	% of votes cast as assent	No. of votes cast as dissent	% of votes cast as dissent
1	Re-appointment of Mr. Jairaj Manohar Purandare (DIN: 00159886) as Independent Director and increase in Commission payable to the Director	205372720	203376254	99.03%	1996466	0.97%
2	Re-appointment of Dr. Ashish Gupta (DIN: 00521511) as Independent Director and increase in Commission payable to the Director	205372650	198598274	96.70%	6774376	3.30%
3	Re-appointment of Pravin Udhyavara Bhadya Rao (DIN: 06782450) as Independent Director and increase in Commission payable to the Director	205372650	204919807	99.78%	452843	0.22%
4	Increase in Commission payable to Mr. Krishnamurthy Venugopala Tenneti (DIN: 01338477), Independent Director	205372584	203723560	99.20%	1649024	0.80%

The results of the above Postal Ballot activity were submitted to the Stock Exchanges on 18 April 2025 upon receipt of the report of Mr. Madhwesh K (Membership No. A21477, CP No. 10897), Practicing Company Secretary, the Scrutinizer appointed for the above purpose.

C. Means of Communication

The Company communicates with its stakeholders through established procedures via multiple channels of communication, as outlined below:

**Announcement of Financial Results:** The quarterly, half-yearly and annual financial results (both standalone and consolidated) are submitted to the stock exchanges on their respective web portals i.e. “NEAPS” and “BSE Listing Center” within the prescribed timelines. These results are also published in the newspapers, which include The Financial Express and Vishwavani, local newspaper. Simultaneously, the results are also hosted on the Company’s website: [Investor Relations](#).

**Press/ News Release:** Official Press/ news release by the Company is filed with the stock exchanges and also hosted on the Company’s website: [Investor Relations](#)

**Website:** The ‘Investors’ section of Company’s website hosts shareholder’s related information. Besides the mandatory documents required to be uploaded on the Company’s website under the SEBI Listing Regulations, details of earnings call, presentations, press releases, factsheets and quarterly reports are also hosted on the website: [Investor Relations](#)

**Presentation(s) to Institutional Investors and Analysts:** The schedule of analyst/institutional investors’ meetings & Analyst Day and presentations made in these meetings/events are filed with the stock exchanges and hosted on the Company’s website: [Investor Relations](#)

Designated Email Ids:

For grievance redressal and other relevant details Srishti Ramesh Kaushik Company Secretary & Compliance Officer <a href="mailto:investor.grievance@indegene.com">investor.grievance@indegene.com</a>	For queries related to shares/dividends Srishti Ramesh Kaushik Company Secretary & Compliance Officer <a href="mailto:compliance.officer@indegene.com">compliance.officer@indegene.com</a>
For the purpose of determination of materiality of events or information, contact details of KMP Srishti Ramesh Kaushik Company Secretary & Compliance Officer <a href="mailto:compliance.officer@indegene.com">compliance.officer@indegene.com</a>	For Investor matters Abhishek Agarwal Head – Investor Relations <a href="mailto:IR@Indegene.com">IR@Indegene.com</a>

Corporate Identity Number (CIN)

The Corporate Identity Number (CIN), allotted by the Ministry of Corporate Affairs, Government of India is L73100KA1998PLC102040. The Company is registered under the State of Karnataka, India.

5. GENERAL SHAREHOLDERS’ INFORMATION

A. 27th Annual General Meeting

Day and Date	Time	Venue
Thursday, 26 June 2025	1630 hours	In compliance with General Circular No. 09/2024 dated 19 September 2024, issued by the Ministry of Corporate Affairs and SEBI vide its Circular No. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated 3 October 2024 (“SEBI Circular”), AGM will be conducted through Video Conference (VC)/Other Audio Visual Means (OAVM). Accordingly, there is no requirement to have a venue for the AGM. For the purpose of compliance of Section 96 of the Act, the registered office of the Company i.e., Aspen Block G4, 3 <sup>rd</sup> Floor Manyata Embassy Business Park, Outer Ring Road, Nagawara Bengaluru - 560 045 shall be deemed to be the venue of the AGM.

B. Financial year of the Company

The Company follows April to March as the financial year i.e from 1<sup>st</sup> April of every year to 31<sup>st</sup> March next year.

C. Final Dividend

The Board of Directors have recommended final dividend of ₹ 2/- per equity share of face value of ₹ 2/- each, for approval of members at the 27<sup>th</sup> AGM. The final dividend, if approved by the members, would be paid on or before 26 July 2025 from the date of the 27<sup>th</sup> AGM.

The Company shall deduct tax at source (TDS) at the rates prescribed under the Income Tax Act, 1961, from the dividend to be paid to the members. For more details, refer to the ‘TDS Instructions on Dividend Distribution’ which forms part of the Notice convening the 27<sup>th</sup> AGM.

D. Listing of Equity Shares on Stock Exchanges & ISIN

Equity Shares of the Company are listed on the following stock exchanges:

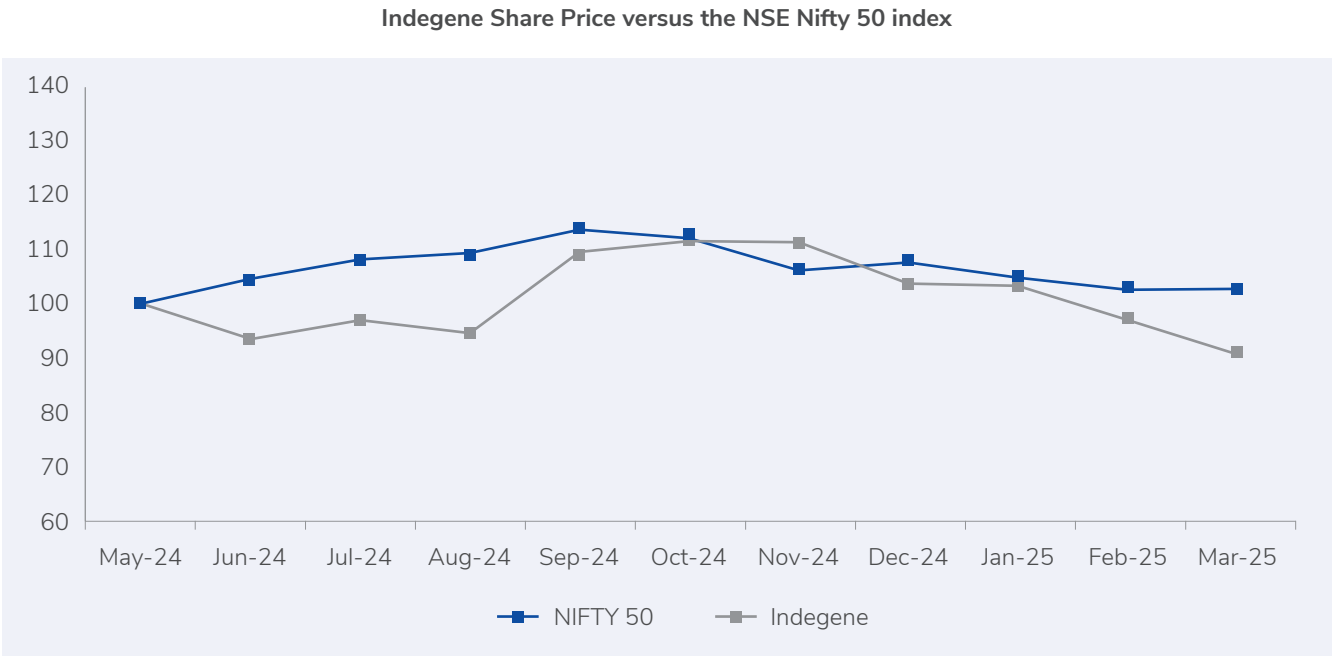
Name of Stock Exchanges	Address of Stock Exchanges	Stock Code/ Symbol
National Stock Exchange of India Ltd	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai 400 051	INDGN
BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	544172

E. Stock Market Data for financial year 2024-25

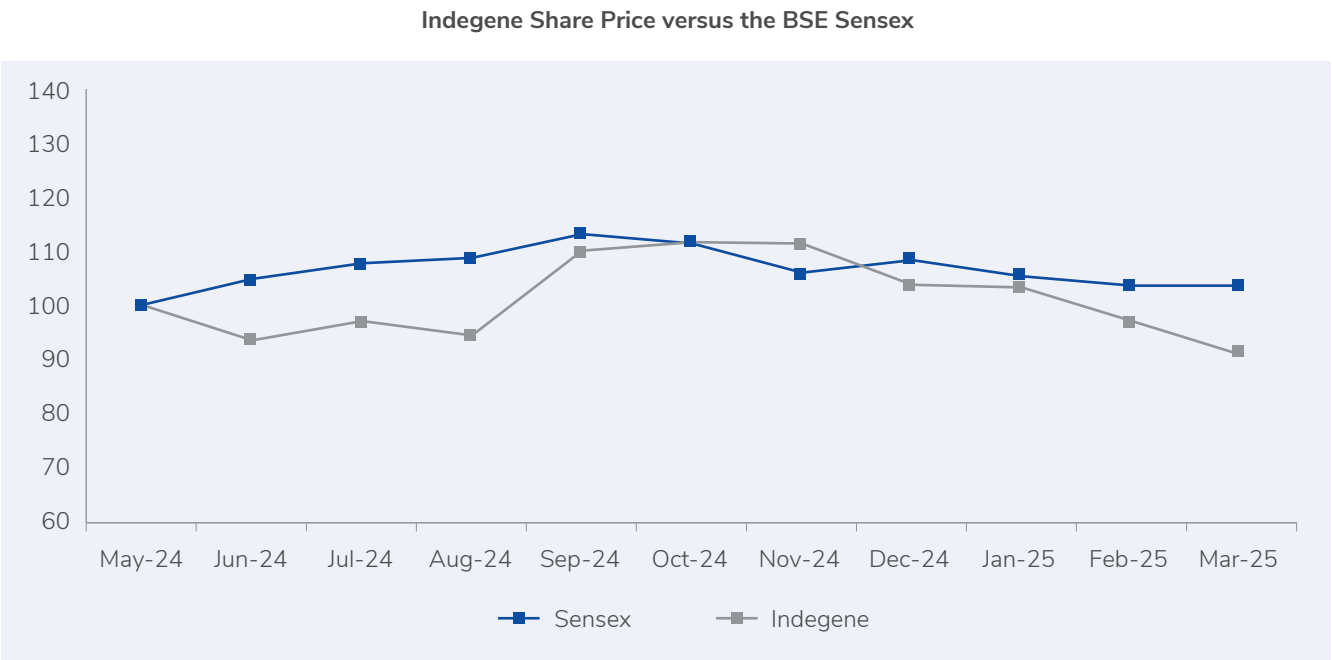
The monthly high and low prices and volumes of shares of the Company at BSE and NSE for the year ended 31 March 2025 are as under:

Sl. No	NSE			BSE			Total Volume (A+B)
	High	Low	Volume(A)	High	Low	Volume(B)	
May 2024	660.00	501.25	5,89,30,657.00	659.70	504.55	46,40,619.00	6,35,71,276.00
June 2024	616.95	470.10	1,86,94,157.00	616.70	468.90	11,24,646.00	1,98,18,803.00
July 2024	640.00	538.25	1,72,09,126.00	640.00	538.30	12,39,640.00	1,84,48,766.00
Aug 2024	623.00	520.05	1,22,92,317.00	622.50	521.15	6,01,092.00	1,28,93,409.00
Sept 2024	726.50	580.00	2,07,77,143.00	726.00	577.00	14,16,474.00	2,21,93,617.00
Oct 2024	736.30	615.80	1,22,22,635.00	736.60	616.55	7,93,580.00	1,30,16,215.00
Nov 2024	735.00	617.75	91,08,241.00	735.00	617.90	4,22,856.00	95,31,097.00
Dec 2024	684.75	581.25	3,63,85,615.00	684.55	582.05	33,31,098.00	3,97,16,713.00
Jan 2025	681.70	583.25	1,19,59,393.00	681.10	580.05	5,43,266.00	1,25,02,659.00
Feb 2025	640.10	499.00	76,10,639.00	640.15	499.05	3,18,485.00	79,29,124.00
Mar 2025	598.70	499.45	1,85,57,386.00	598.80	498.85	7,85,216.00	1,93,42,602.00

Comparison of performance of Indegene’s share vis-à-vis NIFTY 50 and BSE SENSEX



**Note:** Indegene share price and NIFTY 50 values as on 13 May 2024 have been baselined to 100.



**Note:** Indegene share price and Sensex values as on 13 May 2024 have been baselined to 100.

**F. Distribution of Shareholding as on 31 March 2025**

No. of Equity Shares held	No. of Shareholders	Shareholders (%)	No. of shares	Shares (%)
Upto 500	139582	95.64	7522457	3.13%
501-1000	2941	2.02	2230009	0.93%
1001-2000	1719	1.18	2525311	1.05%
2001-3000	581	0.40	1447794	0.60%
3001-4000	264	0.18	929067	0.39%
4001-5000	184	0.13	864788	0.36%
5001-10000	303	0.21	2198051	0.92%
10001 & Above	374	0.26	222290485	92.62%
<b>Total</b>	<b>145948</b>	<b>100</b>	<b>240007962</b>	<b>100</b>

**G. Categories of Shareholders as on 31 March 2025**

Category	No. of equity shares held	% of shareholding
Body Corporate - Promoter Company	Nil	NA
Foreign Portfolio Investors (Corporate) -I	12083937	5.03%
Foreign Portfolio Investors (Corporate)-II	499075	0.21%
Mutual Funds	6349781	2.65%
Alternate Investment Funds	5456758	2.27%
Other Bodies Corporate	10166759	4.24%
Insurance Companies	89452	0.04%
Clearing Members	619	0.00%
NBFCs registered with RBI	10000	0.00%
Public	61597837	25.66%
Hindu Undivided Family	802237	0.33%

Category	No. of equity shares held	% of shareholding
Non-Resident Indians	2999713	1.25%
Non-Resident (Non Repatriable)	25283064	10.53%
Foreign Nationals	998467	0.42%
Trusts	511791	0.21%
Foreign Company	107281822	44.70%
Limited Liability Partnership	5876650	2.45%
<b>Total</b>	<b>240007962</b>	<b>100%</b>

Details of equity shares held by Directors as on 31 March 2025 are as under:

Name of the Director	No. of Equity Shares of ₹2/- each held
Mr. Manish Gupta	21474076
Dr. Rajesh Bhaskaran Nair	17192386
Dr. Sanjay Suresh Parikh	12008172
Dr. Ashish Gupta	185724
Mr. Jairaj Manohar Purandare	27610

**Dematerialization of shares & liquidity**

The Company has dematerialised its equity shares with both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

As on 31 March 2025, 96.90% of the Company’s paid-up capital was held in dematerialised form. Particulars of number of shares held in dematerialised and physical form, are as under:

Particulars	Number of shares	% of paid-up capital
Held in dematerialised form in NSDL	122898854	51.21
Held in dematerialised form in CDSL	109677200	45.70
Held in physical form	7431908	3.10
<b>Total</b>	<b>240007962</b>	<b>100</b>

Members are advised to convert their physical shareholding into electronic holding in order to mitigate the risks associated with holding physical share certificates and also derive other benefits of dematerialisation, such as easy liquidity, electronic transfer, etc. Pursuant to an amendment in the SEBI Listing Regulations effective from 1 April 2019, any request for transfer of shares shall be processed for shares held in dematerialised form only. Further, SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated 25 January 2022, has mandated to issue securities in dematerialized form only, while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting; consolidation of securities certificates; transmission and transposition.

SEBI vide Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3 November 2021 read with Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14 December 2021 and Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated 16 March 2023 has mandated all listed entities to ensure that members holding shares in physical form shall update their PAN, KYC, Nomination and Bank account details (if not updated or provided earlier) through the Registrar & Share Transfer Agent. If members are holding physical shares and have not updated KYC their dividend will be withheld.

Members holding shares in dematerialised form are requested to intimate changes, if any in their address, e-mail id, bank account details etc. to their Depository Participant (DP).

**H. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity**

There are no outstanding GDRs/ ADRs/ Warrants/ Convertible Instruments of the Company.

**I. Share Transfer System**

Transfer of shares in electronic form are processed and approved by NSDL/CDSL through their Depository Participant(s), without involvement of the Company.

**J. Address for Correspondence**

**Registrar and Share Transfer Agent**

MUFG Intime India Private Limited  
(formally known as Link Intime India Private Limited),  
C-101, 1<sup>st</sup> Floor, 247,  
L.B.S. Marg, Vikhroli (West),  
Mumbai 400083, Maharashtra, India  
Tel: +91 22 49186000 (Extn: 2331)  
Fax: +91 22 4918 6060  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website: MUFG Intime India Private Limited

**Registered office:**

Indegene Limited  
Aspen Block G4, 3<sup>rd</sup> Floor  
Manyata Embassy Business Park  
Outer Ring Road, Nagawara  
Bengaluru - 560 045

**Company Secretary and Compliance Officer of the Company**

Ms. Srishti Ramesh Kaushik  
ICSI Membership No. - A21609  
Indegene Limited  
Aspen Block G4, 3<sup>rd</sup> Floor  
Manyata Embassy Business Park  
Outer Ring Road, Nagawara  
Bengaluru - 560 045  
Tel: +91 80 4674 4567/ +91 80 4644 7777  
E-mail: [compliance.officer@indegene.com](mailto:compliance.officer@indegene.com)  
Website: [www.indegene.com](http://www.indegene.com)

**6. PROHIBITION OF INSIDER TRADING**

The Company has adopted the Securities Dealing Code in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 to regulate, monitor and report trading in shares of the Company by the Designated Person(s)/and their immediate relatives. Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2020, structured digital database of Unpublished Price Sensitive Information (UPSI) is maintained with adequate internal controls. During the year, the Securities Dealing Code ('the Code') and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information was amended.

Ms. Srishti Ramesh Kaushik, Company Secretary is the Compliance Officer under the Securities Dealing Code.

The Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is available on the Company's website [Code of Conduct for Prevention of Insider Trading and Code of practices and procedures for fair disclosure of unpublished price sensitive information](#)

**7. FEES PAID TO AUDITOR**

Details of fees paid to the Auditor and to all the entities in the network firm/entity of which the Auditor is a part, for the services rendered by them to the Company and its subsidiaries, are provided in the notes to accounts forming part of this Annual Report.

**8. COMPANY LOCATIONS IN INDIA AND FOREIGN COUNTRY**

The Company has offices in India and overseas. Address of the offices is hosted on the Company's website under Global presence section: [Contact Us](#)

**9. DISCLOSURES**

• **Policy on dealing with related party transactions and disclosure of materially significant related party transactions**

The Board has approved a policy for related party transactions, which is hosted on the Company's website: [Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions](#).

During the year under review, there were no related party transactions which had a potential conflict with the interests of the Company at large. All related party transactions during the financial year were in the ordinary course of business of the Company and on arm's length terms. Prior approval of Audit Committee was sought for all the related party transactions.

• **Details of non-compliance by the Company and/or penalties & strictures imposed on the Company by stock exchanges or SEBI or any statutory authority, on any matter related to capital markets during the last three years.**

There is no instance of non-compliance by the Company or penalty and/or stricture imposed on the Company by stock exchanges or SEBI or any statutory authority, on any matter related to capital market, during the last three years. There is no non-compliance of any requirement of Corporate Governance Report as prescribed under sub-para (2) to (10) of Part C of Schedule V of the SEBI Listing Regulations.

• **Whistleblower Policy & Vigil Mechanism**

The Company's Whistleblower Policy meets the requirement of the vigil mechanism framework prescribed under the Act and the Listing Regulations. The Whistleblower Policy is hosted on the Company's website, [Whistle Blower Policy](#). The Policy aims to provide an appropriate platform and protection to whistleblowers to report instances of any actual or suspected incidents of unethical practices, violation of applicable laws and regulations including without limitation the Integrity Code and/or Securities Dealing Code. The Policy also provides for adequate safeguards against victimization of the whistleblower. The Company investigates complaints speedily, confidentially and in an impartial manner, and takes appropriate action to ensure that the requisite standards of professional and ethical conduct are maintained. All employees and Directors have access to Chairperson of the Audit Committee. The Audit Committee reviews on a quarterly basis, the complaints received under the vigil mechanism. For more information, please refer to the Board's Report.

• **Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company is committed to creating a safe and healthy work environment, where every employee is treated with respect and is able to work without fear of discrimination, prejudice, gender bias or any form of harassment at the workplace. Indegene has in place a Prevention of Sexual Harassment Policy in accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) policy is hosted on the Company's website at [Anti-Sexual Harassment Policy](#). The policy is gender neutral and the essence of the policy is communicated to all employees at regular intervals through assimilation and awareness programs. Details of complaints handled under the abovementioned policy are as follows

Particulars	Number of complaints
Number of complaints pending at the beginning of financial year 2024-25	0
Number of complaints filed during financial year 2024-25	1
Number of complaints disposed off during financial year 2024-25	1
Number of complaints pending as at end of financial year 2024-25	0



For more details refer Board’s Report section of this Annual Report.

• **Policy for determining material subsidiaries**

The Company has formulated a policy for determining material subsidiaries in terms of Regulation 16 of the SEBI Listing Regulations. This Policy is hosted on the Company’s website: [Policy for Determining Material Subsidiaries](#).

The Audit Committee and Board reviews the financial statements and significant transactions of the subsidiaries.

• **Details of material subsidiaries of the Company, including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.**

During financial year 2024-25, Indegene Inc. was identified as the Company’s material subsidiary.

Name of the material subsidiary and nature of relationship	Date and place of incorporation	Name and date of appointment of the auditors*
Indegene Inc*	Delaware, 26 May 1999	NA

\* The appointment of a Statutory Auditor is not mandatory under the laws of United States of America, where the material subsidiary is incorporated.

• **Disclosure of loans and advances in the nature of loans to firms/companies in which directors are interested along with name and amount.**

During financial year 2024-25, no loan or advance was given to any firm/company in which Directors are interested.

• **CEO & CFO Certificate**

In accordance with the provisions of Regulation 17(8) of the SEBI Listing Regulations, certificate of CEO and CFO in relation to the financial statements for the year ended 31 March 2025, is annexed as **Annexure – 1** to this Report.

• **Code of Conduct**

The Company has framed a Code of Conduct for the Board members and Senior Management which is hosted on the Company’s website: [Code of Conduct for Directors and Senior Management Personnel](#). All Directors and Senior Management Personnel have affirmed compliance with the above Code for the financial year ended 31 March 2025. A declaration signed by CEO affirming compliance with the Code is annexed as **Annexure – 2** to this Report.

• **Practising Company Secretary’s certificate on non-disqualification of Directors**

A certificate has been issued by Madhwesh K, Practicing Company Secretary, confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Director by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. The certificate is annexed as **Annexure – 3** to this Report.

• **Disclosure on acceptance of recommendations made by Board Committees to the Board**

During financial year 2024-25, recommendations made by the Board Committees to the Board of Directors, were accepted by the Board after due deliberations.

• **Certificate of compliance by Secretarial Auditor**

In terms of Schedule V of the SEBI Listing Regulations, the certificate of compliance of conditions of Corporate Governance issued by Secretarial Auditor is annexed as **Annexure – 4** to this Report.

• **Other Disclosures**

The Company has complied with the requirements under Regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations.

**10. CREDIT RATING**

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

**11. DISCRETIONARY REQUIREMENTS AS PRESCRIBED IN PART E OF SCHEDULE II OF THE LISTING REGULATIONS**

The Company has complied with all the mandatory requirements of the Listing Regulations. The Company has also adopted the following discretionary requirements as provided in the Listing Regulations (out of the requirements under Part E of Schedule II of SEBI’s listing regulations):

- The Chairman of the Board is an Executive Director of the company.
- The Internal Auditor reports to the Audit Committee.
- The financial statements of the Company are with unmodified audit opinion.
- The Company has managed the Foreign Exchange risk with appropriate hedging activities in accordance with the policies of the Company. The Company used Forward Exchange Contracts to hedge against its Foreign Currency exposures relating to firm commitments. There were no materially uncovered exchange rate risks in the context of the Company’s Foreign Exchange exposures.
- The Company has followed all relevant Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015 while preparing Financial Statements for the year 2024-25.
- Particulars of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting have been provided in the Notice of the Annual General Meeting.
- Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, is given below
- Payment to Statutory Auditor: ₹15.5mn
- The Company being a user of no commodities there is no exposure to commodity price risk.

**12. DETAILS OF SENIOR MANAGEMENT**

**a. List of Senior Management Personnel**

Sl. No	Name	Designation
1.	Dr. Rajesh Bhaskaran Nair	President of our Material Subsidiary, Indegene, Inc.
2.	Viveksheel Ghai	Executive Vice President - Enterprise commercial solutions
3.	Anand Kiran Prafula Chandra Nijegal	Executive Vice President – Global operations
4.	Gaurav Kapoor	Executive Vice President of our Material subsidiary, Indegene, Inc.
5.	Sameer Lal	Senior Vice President - Business Development - of our Material Subsidiary, Indegene, Inc.

**b. Changes in Senior Management Personnel during the financial year**

There were no changes in Senior Management Personnel during the financial year 2024-25.

As per SEBI Listing Regulations, Senior Management has been identified by Nomination & Remuneration Committee and basis same, any changes (appointment, resignation & change in role) in the Senior Management, shall be disclosed to Stock Exchanges and also will be available on our website.

**13. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES**

**A. Details of key agreements**

**Agreements with Key Managerial Personnel, Senior Management Personnel, Director, or any other employee**

There are no agreements entered into by a Key Managerial Personnel, Senior Management Personnel, or Director or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party.



Shareholder's Agreements

Vide Shareholders' Agreement dated 29 January 2021, executed between the Company, Nadathur Group, CA Dawn, BPC Group (Nadathur Group, CA Dawn and BPC Group collectively referred to as "Investors"), Dr. Rajesh Bhaskaran Nair, Manish Gupta, Dr. Sanjay Suresh Parikh, Gaurav Kapoor and Anand Kiran Prafula Chandra Nijegal, as amended pursuant to the Supplemental and Amendment Agreement, the Second Supplemental and Amendment Agreement and Waiver cum Amendment Agreement and the Second Amendment Agreement dated 25 March 2024 to the Waiver cum Amendment Agreement (collectively, "Shareholders' Agreement") the said shareholders were granted right to nominate non-executive non-independent board of the Company. The said right was also part of the Articles of Association of the Company.

On 25 March 2024 the said agreement was rescinded and the Articles of the Company was amended vide special resolution passed on 27 March 2024 to remove the said right. This was done in order to facilitate listing of the Company. The Company got listed on NSE & BSE on 13 May 2024 and SEBI (Listing Obligations and Disclosure Requirement) Regulation 2015 is now applicable. Regulation 31B of the said Regulations provides that with the approval of shareholders via special resolution, special right to shareholders can be granted. It is proposed to give "right to nominate non-executive non-independent director on the board of the Company" in favour of the following shareholders:

- Nadathur Group: (Collectively, Nadathur Fareast Pte. Ltd. and Group Life Spring (a partnership firm represented through its partner Vida Trustees Private Limited).
  - BPC Group: (Collectively, BPC Genesis Fund I SPV, Ltd. and BPC Genesis Fund I-A SPV, Ltd.).
  - CA Dawn: (CA Dawn Investments).
  - Dr. Rajesh Bhaskaran Nair: Non-Executive Director.
  - Mr. Manish Gupta: Chairman, Executive Director, Chief Executive Officer.
  - Dr. Sanjay Suresh Parikh: Executive Director.
- i. Nadathur Group shall have the right to nominate and recommend
- one non-executive Director to the Board of the Company for so long as Nadathur Group holds at least 10% of the share capital of the Company on a fully diluted basis; and
  - two non- executive Directors to the Board of the Company for so long as Nadathur Group holds at least 20% of the share capital of the Company on a fully diluted basis, provided in the event Nadathur Group does not exercise the right to nominate at least one Director to the Board of the Company, then, subject to compliance with applicable laws, Nadathur Group shall have the right to appoint one observer on the Board of the Company by giving 15 days' prior written notice to the Company;
- ii. Each of BPC Group and CA Dawn shall have the right to nominate and recommend one non-executive non-independent Director to the Board of the Company for up to two years. Upon completion of two years from the date of filing the Draft Red Herring Prospectus, each of BPC Group and CA Dawn shall have the right to nominate and recommend one non-executive Director to the Board of the Company for so long as each of them individually holds at least 10% of our share capital on a fully diluted basis;
- iii. Dr. Rajesh Bhaskaran Nair, Mr. Manish Gupta and Dr. Sanjay Suresh Parikh shall, severally and not jointly, each have the right to nominate themselves as a Director, as long as each of them, individually, either
- continues to hold an executive position in the Company or our Subsidiaries, or
  - holds, directly or indirectly, a minimum of 4% of the total issued and paid up share capital of the Company.

B. Other subsisting material agreements

There are no other subsisting material agreements including with strategic partners, joint venture partners and/ or financial partners, entered into by the Company, other than in the ordinary course of business of the Company.

ANNEXURE – 1

To  
The Board of Directors  
Indegene Limited

Dear Sirs/ Madam,

SUB: CEO and CFO certification  
[Issued in accordance with the provisions of Regulation 17(8) of  
the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We Manish Gupta, CEO and Suhas Prabhu, CFO, to the best of our knowledge and belief certify that:

- a. We have reviewed financial statements and the cash flow statement of Indegene Limited ("Company) for the year ended 31 March 2025 and that to the best of our knowledge and belief:
- these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies, if any, in the design or operation of such internal controls of which we are aware of and the steps have been taken / proposed to be taken for rectifying these deficiencies:
- d. We have indicated to the Auditors and the Audit committee
- there were no significant changes in internal control over financial reporting during the aforesaid period;
  - there were no significant changes in accounting policies during the aforesaid period; and
  - there were no instances of significant fraud of which we have become aware.

For Indegene Limited

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

Sd/-  
Suhas Prabhu  
Chief Financial Officer

Place: Bangalore  
Date: 28 April 2025

ANNEXURE – 2

Declaration pursuant to Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I hereby confirm that all Directors and Senior Management Personnel of the Company have affirmed adherence to the “Code of Conduct for Board members and Senior Management” during the financial year ended on 31 March 2025.

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

Place: Bangalore  
Date: 28 April 2025

ANNEXURE – 3

Certificate of Non-Disqualification of Directors

[Pursuant to Regulation 34(3) read with sub-clause (10)(i) of Clause C of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015]

To,  
**The Members of,  
Indegene Limited,**  
Bangalore.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Indegene Limited bearing CIN: L73100KA1998PLC102040, having registered office at Aspen Block G4, 3<sup>rd</sup> Floor, Manyata Embassy Business Park, Outer Ring Road, Nagawara, Bengaluru - 560 045 (hereinafter referred to as ‘the Company’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Sub-clause 10(i) of Clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our knowledge and based on the following:

- i. Documents available on the website of the Ministry of Corporate Affairs;
- ii. Verification of Directors Identification Number (DIN) status on the website of the Ministry of Corporate Affairs;
- iii. Disclosures provided by the Directors (as enlisted in Table A) to the Company; and
- iv. Debarment list of the Bombay Stock Exchange and the National Stock Exchange,

we hereby certify that none of the Directors on the Board of the Company (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority as on 31 March 2025.

Table A:

SL. No	Name of the Director	DIN	Designation	Date of appointment in the company
1.	Dr. Rajesh Bhaskaran Nair	00219269	Non- executive Director	29 February 2016
2.	Mr. Manish Gupta	00219273	Executive Director, Chairman of the Board and CEO	3 November 2022
3.	Dr. Sanjay Suresh Parikh	00219278	Executive Director	29 January 2002
4.	Mr. Neeraj Bharadwaj	01314963	Non-executive Nominee Director	16 April 2021
5.	Mr. Mark Francis Dzialga	00955485	Non-executive Nominee Director	16 April 2021
6.	Dr. Ashish Gupta	00521511	Non-executive Independent Director	28 April 2022
7.	Mr. Jairaj Manohar Purandare	00159886	Non-executive Independent Director	28 April 2022
8.	Mr. Pravin Udhyavara Bhadya Rao	06782450	Non-executive Independent Director	8 June 2022
9.	Mr. Krishnamurthy Venugopala Tenneti	01338477	Non-executive Independent Director	28 July 2022
10.	Dr. Georgia Nikolakopoulou Papathomas	09734940	Non-executive Independent Director	30 September 2022

Sd/-  
**Madhwesh K.**  
Practicing Company Secretary  
Membership No.: A21477  
COP. NO. 10897  
UDIN: A021477G000401494

Date: 21 May 2025  
Place: Bangalore

ANNEXURE – 4

Certificate of Compliance of Conditions of Corporate Governance

To  
The members of  
Indegene Limited  
Bangalore

1. I, Madhwesh K, Practicing Company Secretary, have examined the compliance of conditions of Corporate Governance by the Company, for the financial year ended on 31 March 2025, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paras C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”).

Managements’ Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Practicing Company Secretary’s Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We conducted our examination in accordance with the applicable laws
6. We have complied with the relevant applicable requirements of the guidelines by ICSI.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31 March 2025.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Sd/-  
Madhwesh K.  
Practicing Company Secretary  
Membership No.: A21477  
COP. NO. 10897  
UDIN: A021477G000401615

Date: 21 May 2025  
Place: Bangalore

Business Responsibility & Sustainability Report

At Indegene, we have consistently prioritized sustainability and responsible business practices as the cornerstones of our operations. Our commitment to fostering a future-ready healthcare ecosystem is reflected in our efforts to integrate Environmental, Social, and Governance ("ESG") factors into every aspect of our business. As a digital-first, life sciences commercialization company, we are dedicated to not only advancing healthcare outcomes but also ensuring that our growth is aligned with sustainable and ethical principles.

We are proud to present our first-ever Business Responsibility and Sustainability Report ("BRSR") for FY 2024-25, a significant milestone in our sustainability journey. This report is structured around the nine principles of the National Guidelines on Responsible Business Conduct ("NGRBC") and is aligned with Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It reflects our commitment to providing transparent and comprehensive disclosures of our ESG practices and priorities, setting the foundation for deeper integration of sustainability into our business operations.

This BRSR aims to offer stakeholders a detailed view of our ESG initiatives, highlighting our approach to governance, social responsibility, and environmental stewardship. As we embark on this new chapter, we remain focused on driving positive change in the global healthcare industry and creating long-term value for all our stakeholders. We look forward to continually enhancing our sustainability performance and contributing to a healthier, more equitable, and sustainable world.

SECTION A: GENERAL DISCLOSURES

I. Details of the Listed Entity

1	Corporate Identity Number (CIN) of the Listed Entity	L73100KA1998PLC102040
2	Name of the Listed Entity	Indegene Limited (“the Company”)
3	Year of incorporation	1998
4	Registered office address	Aspen G4, 3 <sup>rd</sup> Floor, Manyata Embassy Business Park Outer Ring Road, Nagavara, Bangalore, Karnataka, India – 560 045
5	Corporate address	Aspen G4, 3 <sup>rd</sup> Floor, Manyata Embassy Business Park Outer Ring Road, Nagavara, Bangalore, Karnataka, India – 560 045
6	E-mail	<a href="mailto:compliance.officer@indegene.com">compliance.officer@indegene.com</a>
7	Telephone	+91 8046744567, +91 8046447777
8	Website	<a href="https://www.indegene.com">https://www.indegene.com</a>
9	Financial year for which reporting is being done	FY 2024-25
10	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India (“NSE”) and BSE Limited (“BSE”)
11	Paid-up Capital	₹ 48,00,15,924
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Srishti Ramesh Kaushik <a href="mailto:compliance.officer@indegene.com">compliance.officer@indegene.com</a> +91 8046744567, +91 8046447777
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Disclosures made in this report are on a standalone basis and pertain only to Indegene Limited
14	Name of assurance provider	NA
15	Type of assurance obtained	NA