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 2026.

1. FINANCIAL POSITION AND STATE OF AFFAIRS

The summary of the financial results of the Company for the year ended 31 March 2026, are as follows:

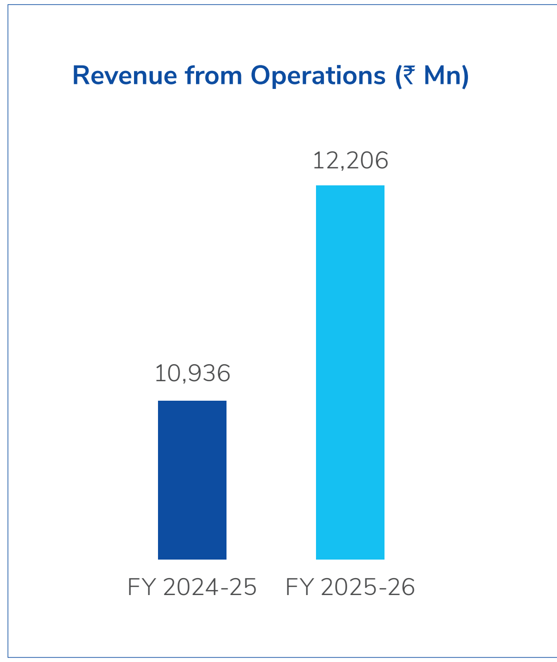
(₹ In Millions)

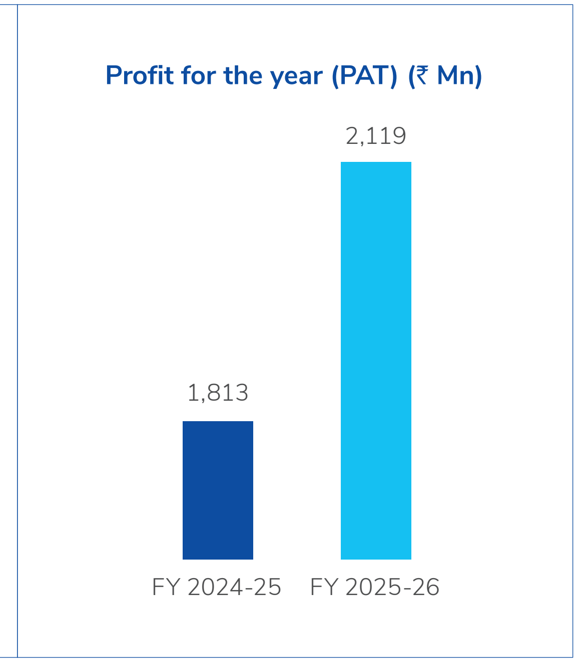
Particulars	Standalone For the year ended 31 March		Consolidated For the year ended 31 March	
	2026	2025	2026	2025
Revenue from operations	12,206	10,936	35,105	28,393
Other income, Net	783	904	720	1,072
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	**3,264**	**2,709**	**6,910**	**6,415**
Less: Depreciation/ Amortisation/ Impairment	363	262	1,264	802
Profit /loss before Finance Costs, Exceptional items and Tax Expense	**2,901**	**2,447**	**5,646**	**5,613**
Less: Finance Costs	87	62	193	220
Other Expenses	-	-	-	-
Profit /loss before Exceptional items and Tax Expense	**2,814**	**2,385**	**5,453**	**5,393**
Add/(less): Exceptional items	-	-	(203)	-
Profit /loss before Tax Expense	2,814	2,385	5,250	5,393
Less: Tax Expense (Current & Deferred)	695	572	1,239	1,326
Profit /loss for the year (1)	**2,119**	**1,813**	**4,011**	**4,067**
Total Comprehensive Income/loss (2)	-28	-12	1,394	256
Total (1+2)	2,091	1,801	5,405	4,323
Balance of profit /loss for earlier years	8,113	6,312	15,387	11,064
Less: Transfer to Debenture Redemption Reserve	-	-	-	-
Less: Transfer to Reserves	-3	-	3	-
Less: Dividend paid on Equity Shares	480	-	480	-
Less: Dividend paid on Preference Shares	-	-	-	-
Less: Dividend Distribution Tax	-	-	-	-
Balance carried forward	**9,727**	**8,113**	**20,309**	**15,387**

Note: The standalone and consolidated financial statements of the Company for the financial year ended 31 March 2026, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs and as amended from time to time.

The Company recorded revenue of ₹12,206 Mn in FY 2025–26 as compared to ₹10,936 Mn in FY 2024–25, reflecting year-on-year growth driven by continued demand across core service lines.

Profit after tax stood at ₹2,119 Mn for FY 2025–26 as compared to ₹1,813 Mn in FY 2024–25, indicating improved profitability during the year.





2. HIGHLIGHTS OF THE YEAR & OUTLOOK

The global biopharma industry demonstrated its resilience and strategic importance during the year, growing at approximately 9% in calendar year 2025 compared to 6.4% in calendar year 2024. Looking ahead, the industry is positioned to grow at a healthy 5% to 8% CAGR from 2026 to 2028, supported by a stable funding environment and a healthy pipeline of launches. The macroeconomic and regulatory concerns that had warranted caution a year ago have largely been resolved, leaving the Company's customer base stable, funded and growing as we enter FY 2026-27.

Market Positioning and Portfolio Growth

FY 2025-26 was defined by a step change in the pace of customer adoption and the size of mandates won on the back of our GenAI-led solutions. We increased our active customer base from 73 to 91 and our $1Mn+ revenue customers from 41 to 53 during the period.

The Company's pipeline entering FY 2026-27 is stronger and larger than at any prior year-end, with broad-based depth and breadth across our top 20 customers, outside the top 20 cohort, and across our Enterprise Commercial and Enterprise Medical business lines.

This is a vindication of our unique and category-defining market positioning as a Strategic Operating Partner to the LS industry – purpose-built to design, run and continuously modernize complex and highly regulated functions across the value chain of clinical, regulatory, medical and commercial operations.

Clients rely on us as they have over the last 27+ years for our ability to run domain-intensive operations, exercise human judgement, harness the power of bleeding-edge technology and take accountability for business outcomes.

As an extension of this pattern, they now look to us to help convert the promise of AI into performance. They see us in a category of our own – distinct from pure consulting that is not backed by execution or from horizontal IT and system integration capabilities devoid of domain expertise.

GenAI @ Work

Unlocking the power of GenAI is not constrained by access to technology but access to domain knowledge. Cortex, our Lifesciences-Native GenAI platform that encapsulates our 27+ years of domain experience and understanding continues to scale and is now embedded within all our solutions including our Content Creation Super App, Medical Writing Platform, Medico-Legal Review Solution and Adverse Event Monitoring Platform.

Cortex underpins our next-generation AI-embedded commercial and medical operating models for the industry: One-Click Submission, Agentic AOR (Agency of Record) of the Future, Safety-in-a-Box, AI-powered Personalized Customer Engagement and Intelligent Clinical Trial Operations. Each replaces a manual, fragmented industry process with a platform-driven, AI-embedded one, and each is a category we believe Indegene will define in the years to come.

Concurrently, through our internal Transform AI programme, we continued to embed technology and AI deeply into how we deliver, in conjunction with our predominant managed-outcome pricing model. This drove our industry-leading revenue per employee to approximately US$ 75,000 per annum, up from US$ 56,000 three years ago, a step change in productivity that reinforces both our competitiveness and the operating leverage in the business.

Innovation and Next Generation Solutions

Several of our next-generation solutions have gained significant traction in the market and promise. Tectonic, our GenAI-embedded transformational "agency-of-scale" model for creative development, adaptation and execution scaled to five customers during the year with two of them having transitioned to long-term engagements.

We were also successful in rolling out several "industry first" solutions all of which represent the potential to have an impact on how the industry commercializes products in future. These include:

- An outcome-linked GenAI-powered omnichannel commercialization engagement with a Top 5 global pharma to drive revenue augmentation of a $1Bn+ product portfolio
- Running the end-to-end medical and commercial operations for a new product launch of an emerging pharmaceutical company in the US
- GenAI-powered pharmacovigilance and safety for a medical devices company driving operational efficiency and accelerating speed of response to adverse events
- Establishing a Global Innovation Centre for a leading specialty pharma company for transformation of all R&D operations to accelerate time to market
- Agentic AOR of the Future to reduce the time from insights to creative concepts from 3 months to 3 days

Corporate expansion

During the year, the Company completed three strategic acquisitions to strengthen capabilities and expand its presence in key geographies. BioPharm, acquired in October 2025, strengthened our omnichannel data and targeting capabilities within the enterprise commercial segment through the addition of the Tandem data platform. Integration of BioPharm was successfully completed ahead of schedule by the end of February 2026, with synergies on general and administrative expense, data subscriptions, business operations and go-to-market progressively unlocking through FY 2026-27. Alongside BioPharm, the Company acquired Warn & Co and Cake Kommunikations, strategic additions of people with deep expertise and local market knowledge in key European geographies. These additions complement our global delivery model in Europe with credibility and relationships on the ground.

The Company also continued to invest in senior leadership talent and thought leaders across commercial and medical leadership during the year, strengthening our ability to engage at the C-suite level as we pursue larger and more complex transformation mandates for our clients.

These strategic expansion initiatives coupled with our continued investments in building and scaling category-defining technology platforms and GenAI-embedded solutions give us conviction that we will continue on our growth journey during FY 2026-27 as well.

Awards and recognition

The Company was recognised by several leading industry analyst firms during the year. Everest Group named Indegene a Leader on its PEAK Matrix® for Life Sciences AI and Analytics Services for Commercial 2025. ISG Group recognised Indegene with a Leadership position in Life Sciences Commercial Operations 2025. IDC named the Company a Major Player in R&D Pharmacovigilance Technology Solutions 2025, and Avasant recognised Indegene as an Innovator in its Veeva Digital Services RadarView 2025 assessment.

Indegene also received multiple industry and product awards during the year. The Company was awarded Data Solution of the Year – Healthcare, at the Data Breakthrough Awards 2025 and was a Finalist for Data Platform 2025 at the MM+M Awards. The Company won a Gold at the Brandon Hall Group HCM Excellence Awards 2025 in the Learning and Development category and a Bronze at the 2025 Stevie® Awards for Technology Excellence.

Indegene's people-first culture and workplace practices were recognised across several leading platforms. The Company was named to the Avtar & Seramount Hall of Fame as one of the Best Companies for Women in India for five continuous years of diversity and inclusion leadership. It was also recognised in the People Business

Top 50 Companies with Great Managers 2025. Indegene was also honoured at the Great Manager Awards 2025 — the fourth consecutive year of this recognition. Indegene was certified by Great Place to Work® (December 2025 to December 2026, India) and named among India's Top 50 Best Workplaces in Health & Wellness 2026, recognising holistic employee well-being programmes.

On the sustainability and governance front, Indegene was categorised as an 'ESG Leader' by NSE Sustainability Ratings with an overall score of 80/100, and was awarded the Silver Medal by EcoVadis for its Environmental, Social, and Governance performance in 2025, achieving an overall score of 75 and ranking among the top 15% of organisations globally on the EcoVadis benchmark. The Company also received the CyberVadis 'Platinum' rating with a score of 963/1000, reflecting a 'Mature' level of cybersecurity practices embedded across the organisation.

3. DIVIDEND

The Board recommends a final dividend of ₹ 2.25 per equity share of face value ₹ 2/- each for the financial year ended 31 March 2026. The dividend is subject to approval of members at the ensuing Annual General Meeting ("AGM") and deduction of tax at source, as required under the law. The final dividend, if approved, would be paid to members whose names appear in the Register of Members as on the record date fixed for this purpose.

The dividend payment is based upon the parameters mentioned in the Dividend Distribution Policy approved by the Board of Directors of the Company pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Policy is uploaded on the Company's website at Dividend Distribution Policy

Dividend, if approved by the members, will be paid electronically pursuant to the amendment to Regulation 12 notified by the Securities and Exchange Board of India vide the SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025, effective 19 November 2025. Accordingly, the Company would be unable to pay dividend through warrants and cheques.

4. 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.

5. CHANGE IN THE NATURE OF BUSINESS

The Company did not undergo any change in the nature of its business during the period under review.

6. SHARE CAPITAL

During the FY 2025-26, the Company allotted a total of 8,93,392 equity shares having face value of ₹ 2 each on various dates pursuant to the exercise of vested stock options by the eligible employees under the Indegene Employee Stock Option Plan 2020 ("ESOP 2020"/ "Plan") and Indegene Employee Restricted Stock Unit Plan 2020 ("RSU 2020"/ "Plan").

As of 31 March 2026, the issued Share Capital of the Company stood at ₹ 48,18,02,708 divided into 24,09,01,354* equity shares of ₹2/- each.

*3,72,708 shares held by Indegene Employee Welfare Trust are not included in the financial statements as of 31 March 2026.

7. 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 financial year 2025-26.

8. 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 financial year 2025-26 till the date of this report.

9. 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.

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

During the year under review, one material final assessment order was received under Section 144B of the Income Tax Act 1961, with an income tax demand notice u/s 156 of the Income Tax Act, 1961 from the Income Tax Department for the Assessment Year 2023-24 (corresponding to the Financial Year 2022–23) with an income tax demand of ₹ 43,68,84,410 (including interest).

Also, a procedural deviation occurred in the timing of receipt of funds in relation to the allotment of equity shares under the RSU 2020 plan. To regularise this unintended deviation and to uphold the highest standards of corporate governance, the Company and its officers have voluntarily approached the concerned regulatory authorities for adjudication, compounding and settlement. As on the date of this Report, no material orders have been passed in this regard.

Other than above, no other significant and material orders were passed by any regulators, courts or tribunals impacting the going concern status of the Company or its future operations.

11. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

As on 31 March 2026, the Company has 28 subsidiaries, including step-down subsidiaries, across the United States, Singapore, Mexico, Japan, China, Ireland, Canada, United Kingdom, Germany, Switzerland, Austria and Spain.

During the year under review, the Company strengthened its global footprint through the following strategic acquisitions:

Name of the entity	Acquiring entity	Shareholding	Jurisdiction
BioPharm Parent Holding, Inc. (along with subsidiaries)	ILSL Holdings, Inc.	100%	United States
Warn and Co Limited	Indegene Ireland Limited	100%	United Kingdom
Cake Kommunikations Holding GmbH (along with subsidiaries)	Indegene Ireland Limited	100%	Austria

The above acquisitions were undertaken through the Company's subsidiaries and include their respective step-down subsidiaries, where applicable.

Further, during the year, as part of internal restructuring, Services Indegene Aptilon, Inc., Canada has been merged with Trilogy Writing and Consulting ULC, Canada to form Indegene Healthcare Canada, Inc.

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 financial year 2025-26. 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 at the Financial Information section of our website. Financial Information

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

12. 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.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on 31 March 2026, the Company has eleven Directors, comprising two Executive Directors, two Non-Executive Directors and seven Independent Directors, including two women Independent Directors.

The Board of Directors pursuant to a Circular resolution passed on 22 January 2026 appointed Ms. Jill Mary De Simone (DIN 11483134) as an Additional Director (Non-Executive Independent Director) of the Company for a term of three years commencing from 22 January, 2026 to 21 January 2029, subject to the approval of the Members at the ensuing AGM. A resolution seeking Member's approval for her appointment forms part of the Notice for the ensuing AGM.

Based on the recommendation of Nomination and Remuneration Committee ("NRC"), and in terms of the provisions of the Act, the Board of Directors proposed to appoint Neeraj Bharadwaj (DIN: 01314963) as an Independent Director of the Company effective 23 January 2026. Further, in accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable SEBI Listing Regulations, Neeraj Bharadwaj was appointed as Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 23 January 2026, to 22 January 2031 (both days inclusive). His appointment was duly approved by the members through a postal ballot on 23 January 2026. In the opinion of the Board, Neeraj Bharadwaj is a person of integrity and fulfils requisite conditions as per applicable laws and is independent of the management of the Company.

In accordance with Section 152 of the Companies Act, 2013, Mr. Manish Gupta, (DIN: 00219273) and Dr. Sanjay Suresh Parikh, (DIN: 00219278), retire by rotation at the ensuing AGM and being eligible, offer themselves for re-appointment. A resolution seeking shareholders' 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 2026, are Mr. Manish Gupta, Chairman, Executive Director and Chief Executive Officer, Dr. Sanjay Suresh Parikh, Executive Director, Mr. Suhas Prabhu, Chief Financial Officer and Ms. Srishti Ramesh Kaushik, Company Secretary and Compliance Officer.

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.

14. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company's policy is to maintain an appropriate balance of executive, non-executive and independent directors to ensure the independence of the Board and a clear separation between its governance and management functions.

As at 31 March 2026, the Board comprised eleven directors, consisting of two executive directors, two non-executive and non-independent directors, and seven independent directors. The Board includes two women independent directors.

Details relating to the Board and Committee composition, tenure of directors, areas of expertise and other relevant information are set out in the Corporate Overview section 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

15. 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 shareholders, 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.

16. HUMAN RESOURCES DEVELOPMENT

For nearly three decades, Indegene has helped life sciences organizations navigate successive waves of industry transformation. Today, as AI reshapes the industry in real time - collapsing skill boundaries and accelerating the path from promise to performance - we see it not as a disruption, but as a natural extension of capabilities we have been building for years.

We see this as an opportunity to help clients lead through this transformation while enabling our people to grow alongside it. Indegene brings together a rare combination of scientific depth, technology capability, and operational excellence. This is reflected most clearly in our multi-disciplinary and multi-geographic workforce collaborating to solve some of the most complex global life sciences challenges.

For further insights, please refer to the People Excellence section of this Annual Report.

17. PREVENTION OF SEXUAL HARASSMENT ("POSH")

The Company is committed to providing a safe and respectful work environment and enforces a zero-tolerance approach towards any conduct which can be considered as sexual harassment. The Company treats every employee with dignity and respect, fosters to create a workplace which is safe and free from any act of sexual harassment.

The Company has a Prevention of Sexual Harassment Policy as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules thereunder ("POSH Act & Rules").

This Policy encompasses following:

- To define Sexual Harassment;
- To lay down the guidelines for reporting acts of Sexual Harassment at the workplace; and
- To provide the procedure for the resolution and redressal of complaints of Sexual Harassment.

The same can be accessed on our website Prevention of 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 the ICC. The constitution of the ICC is as per the POSH Act & Rules and the ICC includes an external member from an NGO with relevant experience.

During the year, the Company undertook initiatives to promote awareness and prevention of sexual harassment in the workplace. Comprehensive training modules on POSH were made available to all employees, including all categories of employees, through the Company's learning lab. The Company also conducted awareness sessions for employees through the learning lab to ensure broad-based sensitisation across the organisation.

Further, quarterly orientation sessions were conducted for the members of the ICC to reinforce their understanding of applicable procedures and responsibilities.

During the year under review, one complaint pertaining to sexual harassment was received under the POSH Act. The same was duly investigated in accordance with the Company's policy, and appropriate action was taken, including termination of the respondent by the employer. No complaints remained unresolved as on 31 March 2026.

18. EMPLOYEES STOCK OPTION PLAN / RESTRICTED 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 shareholders on 13 November 2020, the company adopted the ESOP 2020/ Plan. The ESOP 2020/ Plan was last amended pursuant to the resolutions passed by our Board on 23 November 2022 and the shareholders on 28 November 2022 and later, ratified by the shareholders in the AGM held on 06 September 2024.

The Company has implemented the Indegene Limited Company Share Option Plan 2022 ("CSOP Sub-Plan"), forming part of the ESOP 2020/ Plan, for the benefit of employees of its United Kingdom subsidiary.

The CSOP Sub-Plan has been adopted in accordance with applicable laws, including the provisions of Schedule 4 of the UK Income Tax (Earnings and Pensions) Act 2003, and is administered by the Nomination and Remuneration Committee of the Board.

The options granted under the CSOP Sub-Plan are within the overall ceiling approved under ESOP 2020 and are exercisable into equity shares of face value ₹2 each, on terms and conditions, including exercise price and vesting conditions, as determined under the ESOP 2020/ Plan and the CSOP Sub-Plan.

The maximum number of options that may be granted under ESOP 2020/ Plan 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.

During the financial year 2025-26, 2,15,192 options were exercised by selected employees of the Company and its subsidiaries under the ESOP 2020/ Plan and 7,782 options were exercised by selected employees of the Company and its subsidiaries under the CSOP Sub-Plan.

Indegene Employee Restricted Stock Unit Plan 2020 ("RSU 2020"/ "Plan")

Pursuant to the resolutions passed by our Board on 29 October 2020 and the shareholders on 13 November 2020, the Company adopted the RSU 2020 Plan. The RSU 2020/ Plan was last amended pursuant to the resolutions passed by our Board on 23 November 2022 and the shareholders on 28 November 2022 and later, ratified by the shareholders 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.

During the financial year 2025-26, 6,70,418 options were exercised by selected employees of the Company and its subsidiaries under the RSU 2020/ Plan.

The statutory disclosures as mandated under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for electronic inspection by the Members during the AGM and is also hosted on the website of the Company: https://www.indegene.com and the certificate from the Secretarial Auditor 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.

19. AUDIT REPORTS AND AUDITORS

AUDIT REPORTS

The auditors' report for financial year 2025-26 does not contain any qualification, reservation, or adverse remark. The report is enclosed with the financial statements in this Annual Report.

The secretarial audit report and management response to the same are enclosed in **Annexure - 3** to this report.

The auditor's certificate confirming compliance with conditions of corporate governance as stipulated under the listing regulations, for financial year 2025-26 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

  The Members at the 27th AGM held on 26 June 2025, appointed Deloitte Haskins & Sells, Chartered Accountants, Firm Registration No. 008072S as the Statutory Auditors of the Company, for a consecutive term of five years till the conclusion of the 32nd AGM of the Company.

The Audit Committee reviews the independence and objectivity of the Auditors and the effectiveness of the Audit process.

- **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 shareholders in its AGM.

  Pursuant to the above, Madhwesh Prathap and Associates, Company Secretaries, (Firm Registration Number P2025KR103400) was appointed as the Secretarial Auditor of the Company for a term of five consecutive years, who shall hold office from the conclusion of the 27th AGM until the conclusion of the 32nd AGM of the Company. Accordingly, the said firm shall conduct secretarial audit for the financial years starting from financial year 2025-26 to 2029-30.

- **Internal Audit**

  Grant Thornton India LLP serves as the internal auditors of the Company, in accordance with 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.

20. REPORTING OF FRAUDS BY AUDITORS

During the year under review, an instance of fraud involving misappropriation of assets amounting to ₹24.30 lakhs was identified, which was committed by an employee of the Company. The entire amount involved has since been fully recovered. The statutory auditors have reported the said instance in their audit report. No other fraud by the Company was noticed or reported during the year.

The Company has taken suitable corrective and preventive measures, including strengthening of internal and system-based controls and conducting focused training programmes for the concerned team, with a view to preventing recurrence of such incidents.

During the year under review, no further instances of fraud were reported to the Audit Committee by the statutory auditors or the secretarial auditor under Section 143(12) of the Companies Act, 2013.

21. COMMITTEES OF THE BOARD

As of 31 March 2026, 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.

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.

22. 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.

23. 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 Act, that he / she meets the criteria of independence laid down in Section 149(6), Code for independent directors of the Act and of the Listing Regulations. The said declarations are provided in **Annexure – 5**.

24. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of the provisions of Regulation 34 of the Listing Regulations, the Management's Discussion and Analysis Report is set out in this Annual Report.

The Management's Discussion and Analysis Report provides a comprehensive overview of the Company's business environment, industry developments, opportunities and threats, financial performance, risk management framework and internal control systems. It also outlines the Company's strategy and outlook, reflecting the management's perspective on future growth and sustainability.

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

25. 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 sustainability reporting of the Company.

To further strengthen the organisation's risk governance framework and ensure effective operationalisation of Enterprise Risk Management ("ERM"), the Company has established a SubRisk Committee reporting to the Risk Management Committee. The SubRisk Committee is responsible for driving ERM implementation across business units, monitoring key risk indicators, maintaining the enterprise risk register, and providing advisory inputs on emerging risks and mitigation strategies.

The Company has also formulated a risk management policy and established 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. The policy establishes a structured and disciplined approach to risk management, in order to guide decision-making on risk related matters.

The Company's Risk Management Policy is available on our website.

26. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Whistle-blower Policy in place and aligns with the requirements of vigil mechanism under the Act and Regulation 22 of Listing Regulations. This Policy provides for adequate safeguards against victimization of persons who complain under the mechanism and provides for direct access to the Chairperson of the Audit Committee.

The Audit Committee of the Company oversees the functioning of the Whistle Blower framework. Complaints can be received through various channels established by the Company, including an online reporting portal and a dedicated hotline for anonymous reporting Indegene Speak Up 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.

27. CORPORATE GOVERNANCE REPORT

The Company is committed to maintaining the highest standards of corporate governance and believes that sound governance practices are essential for achieving sustainable growth, enhancing stakeholder value and maintaining transparency and accountability in its operations.

The Company's governance framework is designed to ensure ethical conduct of business, effective management oversight and compliance with applicable laws and regulations. The Board of Directors provide strategic direction and oversight, while ensuring that the management acts in the best interests of all stakeholders.

The Company has complied with the requirements of corporate governance as stipulated under the Act and the Listing Regulations, as applicable.

Our corporate governance report along with a certificate from the secretarial auditor, confirming compliance for the year ended 31 March 2026, as required under Listing Regulations, is placed in a separate section which forms part of this Annual Report.

The Company continues to strengthen its governance practices by adopting best-in-class policies and procedures, with an emphasis on integrity, transparency, accountability and responsible business conduct, thereby creating long-term value for its stakeholders.

28. BOARD EVALUATION

In accordance with the provisions of the Act and Listing Regulations, the Board of Directors have carried out the annual evaluation of its own performance, the performance of its Committees, and that of individual Directors.

During the year, the Company conducted the Board evaluation exercise for the second time, through an external independent agency. The evaluation was carried out through a structured and comprehensive process, which included circulation of detailed questionnaires and evaluation templates covering various aspects such as Board composition and structure, effectiveness of Board processes, adequacy and timeliness of information flow, and overall functioning of the Board.

The performance of the Committees was evaluated by the Board based on inputs received from the respective Committee members, taking into account parameters such as the composition of Committees, effectiveness of meetings, and discharge of roles and responsibilities.

The evaluation of individual Directors was carried out based on parameters such as participation in Board and Committee meetings, contribution to decision-making, quality of inputs, domain expertise, and adherence to ethical standards.

The entire process was carried out under the supervision and guidance of the Nomination and Remuneration Committee. The criteria and methodology adopted for the evaluation are in accordance with the Company's policy, which is available on the Company's website Policy for Evaluation of The Performance of The Board of Directors

29. CORPORATE SOCIAL RESPONSIBILITY ("CSR")

Our CSR philosophy is anchored in an ambitious vision: to cultivate, support, and scale next-generation capabilities in biopharmaceuticals and biotechnology, driving India's evolution into a global IP powerhouse. We focus our partnerships exclusively on leading, tier-1 institutions and innovation hubs capable of driving global-quality outcomes across three highly strategic, interconnected pillars: (1) Accelerating Translation and Commercialization Pathways, (2) Cultivating Interdisciplinary Academic & Research Excellence, and (3) Building an Enabling Policy Environment and System-Level Architecture. In addition, Indegene remains profoundly committed to immediate community well-being and inclusive human development. We partner with highly reputable, structured organizations to achieve measurable social outcomes across the broader healthcare and education spectrum.

The Company has complied with the provisions of Section 135 of the Act 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 further insights, please refer to the CSR section of this Annual Report.

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.

30. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Pursuant to Section 186 of the Act and Schedule V of the Listing Regulations, as amended from time to time, disclosure on particulars relating to Loans, Guarantees and Investments are provided as part of the notes to the financial statements provided in this Annual Report.

31. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

The Company has historically adopted the practice of undertaking related party transactions only in the ordinary and normal course of business and at arm's length as part of its philosophy of adhering to highest ethical standards, transparency, and accountability. In line with the provisions of the Act and the Listing Regulations, the Board has approved a policy on related party transactions. The policy on related party transactions has been placed on the Company's website at Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions

Prior omnibus approval of the Audit Committee and the Board is obtained for the transactions which are foreseeable and of a repetitive nature. All related party transactions are placed on a quarterly basis before the Audit Committee, and before the Board for review and approval. All contracts, arrangements and transactions entered by the Company with related parties during financial year 2025-26 were in the ordinary course of business and on an arm's length basis. There were no contracts, arrangements or transactions entered during financial year 2025-26 that fall under the scope of Section 188(1) of the Act. Accordingly, the prescribed Form AOC-2 is not applicable to the Company for the financial year 2025-26 and hence does not form part of this report.

In terms of the Listing Regulations, a related party transaction is considered material if it exceeds or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, requiring prior approval of the members. During the financial year 2025–26, none of the related party transactions exceeded the prescribed materiality thresholds, consistent with the previous financial year.

The details of certain related party transactions entered into during the year are as follows:

1. **Info Edge Limited:**

   During the year, the Company entered into a recruitment services agreement with Info Edge Limited, a Company in which Dr. 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 Act, 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, Independent Director, is an Executive Board Member 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 Act, 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 financial year 2025-26, 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.

32. 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

(i) **Steps taken or impact on conservation of energy:**

The Company has undertaken several energy conservation measures across its facilities, including installation of LED lighting across workspaces, sensor-based lighting in meeting rooms and cabins, and sensor-based water fixtures to optimise resource usage. Energy-efficient VRF HVAC systems have been deployed, and server room operations have been strengthened through water leak detection systems and preventive controls. These initiatives have resulted in improved energy efficiency and reduced environmental impact.

(ii) **Steps taken by the Company for utilising alternate sources of energy:**

The Company has enhanced its sourcing of renewable energy & currently, 67% of the energy requirements are met through renewable sources in our largest delivery center. Additionally, initiatives such as installation of EV charging infrastructure support the transition towards cleaner energy usage.

(iii) **Capital investment on energy conservation equipments:**

The Company has invested in energy-efficient infrastructure, including LED lighting systems, VRF HVAC systems, sensor-based fixtures, EV charging points, and upgraded DG sets with noise-reduction retrofits, contributing to sustainable energy management.

Technology absorption

(i) **Efforts made towards technology absorption:**

The Company has transitioned towards cloud-based IT systems, reducing reliance on energy-intensive on-premise data centres. It continues to adopt smart technologies and infrastructure upgrades to enhance operational efficiency.

(ii) **Benefits derived like product improvement, cost reduction, product development or import substitution:**

Adoption of cloud-based systems and smart energy solutions has resulted in improved operational efficiency, optimisation of resource utilisation, cost savings, and enhanced sustainability performance.

(iii) **In case of imported technology (imported during the last three years):**

(a) Details of technology imported: NA

(b) Year of import: NA

(c) Whether the technology been fully absorbed: NA

(d) If not fully absorbed, areas where absorption has not taken place, and reasons thereof: NA

(iv) **Expenditure incurred on Research and Development:**

No specific expenditure on research and development is reported for the purpose of this disclosure.

Foreign Exchange Earnings & Outgo

The total foreign exchange earnings during the year stood at ₹ 12,01,94,83,328 compared to ₹ 10,74,72,39,708 in the previous year while the foreign exchange outgo (including imports) stood at ₹ 2,99,39,198 compared to ₹ 59,76,52,348 in the previous year.

33. BOARD MEETINGS

The Board met five 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 Act.

34. 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 Act 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.

35. 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, shareholders are advised to refer to the Secretarial Audit Report annexed to this report as **Annexure - 3**.

36. COMPLIANCE WITH MATERNITY BENEFIT ACT, 1961

The Company is compliant with the applicable provisions of the Maternity Benefit Act, 1961 and has policies, systems and processes in place to ensure ongoing compliance.

37. LISTING ON STOCK EXCHANGES

The Company's shares are listed on BSE Limited and the National Stock Exchange of India Limited.

38. INVESTOR EDUCATION AND PROTECTION FUND ("IEPF")

During the financial year, the provisions of Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") are not applicable to the Company.

As the Company was listed on the stock exchanges in the year 2024 and declared dividend for the first time during the financial year 2024–25, the statutory requirements relating to transfer of unpaid or unclaimed dividend to the IEPF are not applicable. Consequently, there was no requirement during the year to:

- Transfer any unpaid or unclaimed dividend amount to the IEPF.
- Transfer the underlying shares to the demat account of the IEPF Authority.

The Company remains committed to regulatory compliance and has been circulating reminders to shareholders to claim their outstanding dividend amounts, if any, to ensure proper corporate governance.

39. REVISION OF FINANCIAL STATEMENT OR THE REPORT

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

40. FAILURE TO IMPLEMENT ANY CORPORATE ACTION

There were no instances during the financial year 2025-26 where the Company has failed to implement any corporate action.

41. BUSINESS RESPONSIBILITY AND SUSTAINABILTY REPORT ("BRSR")

In accordance with Regulation 34(2)(f) of the Listing Regulations, the BRSR forms part of this Annual Report. The report describes initiatives undertaken by the Company from an environmental, social and governance perspective. Further, SEBI vide its circular no. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated July 12, 2023, updated the format of BRSR to incorporate BRSR core, a subset of BRSR, indicating specific Key Performance Indicators ("KPIs") under nine Environmental, Social, and Governance ("ESG") attributes, which are subject to mandatory reasonable assurance by an independent assurance provider. In accordance with this requirement, the Company has appointed TÜV SÜD South Asia Private Limited as the assurance provider.

Demonstrating our continued commitment to responsible and sustainable business practices, the Company has complied with the BRSR requirements during the financial year 2024-25. The BRSR prepared in accordance with the format prescribed by Securities and Exchange Board of India, outlines the Company's 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: https://ir.indegene.com/en/investor-relations/. This proactive disclosure reflects Indegene's dedication to transparency, stakeholder engagement, and sustainability-led growth.

42. 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.

43. APPRECIATIONS / ACKNOWLEDGEMENTS

The Board places on record its sincere appreciation and gratitude for the continued support and co-operation extended by the Members, customers, supply chain partners, suppliers, business associates, bankers, financial institutions, regulators, stock exchanges and various Central and State Government authorities.

The Board expresses its earnest gratitude to Statutory Auditors, Secretarial Auditor, Internal Auditors and other service providers for their continued support and the professional services rendered to the Company.

The Board places on record its deep appreciation for the dedication, commitment and significant contributions made by the employees of the Company and its subsidiaries. Their professionalism and sustained efforts have been instrumental in enabling the Company to maintain its growth trajectory and strengthen its position as a leading player in the IT services industry.

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

ANNEXURE-1

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 2026	Share capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments other than investments in Subsidiaries	% of Holding	Turnover	Profit for Taxation	Profit after taxation	Proposed Dividend (incl. dividend tax)
1	ILSL Holdings, Inc. (USA)*	19-Oct-04	31-Mar-26	USD	93.85	243	-77,10,017	24,75,37,010	25,52,46,784	-	100	-	-1,43,46,500	-1,46,27,545	-
2	Indegene, Inc. (USA)**	23-Aug-05	31-Mar-26	USD	93.85	10	17,04,50,378	31,34,53,175	14,30,02,787	2,92,80,862	100	30,10,95,147	3,34,95,738	2,81,74,035	-
3	Services Indegene Aptilon Inc. (Canada)**	11-Dec-12	31-Mar-26	CAD	67.36	-	-	-	-	-	100	40,67,272	2,30,198	1,68,045	-
4	DT Associates Research and Consulting Services Limited (UK)**	27-Aug-19	31-Mar-26	GBP	124.03	3	-22,68,664	17,39,854	40,08,515	-	100	63,09,295	-2,02,147	-2,02,147	-
5	DT Associates Research and Consulting, Inc. (USA)**	16-Jul-21	31-Mar-26	USD	93.85	100	-8,04,933	13,34,635	21,39,468	-	100	19,53,711	-10,78,516	-10,78,516	-
6	Cult Health, LLC (USA)**	12-Oct-22	31-Mar-26	USD	93.85	-	1,31,87,876	1,96,21,380	64,33,504	87,98,229	100	2,73,07,329	-27,14,937	-27,14,937	-
7	Indegene Godo Kaisha, Japan LLC (Japan)*	06-Sep-20	31-Mar-26	JPY	0.59	13,40,00,000	37,64,900	15,82,28,499	2,04,63,599	-	100	22,31,99,503	3,27,31,822	4,05,01,822	-
8	Indegene Healthcare Mexico S DE RL DE CV (Mexico)*	31-Mar-23	31-Mar-26	MXN	5.21	-	-2,90,572	2,23,748	5,14,320	-	100	8,36,047	-4,33,653	-3,03,553	-
9	Indegene Ireland Limited (Ireland)*	14-Jun-19	31-Mar-26	EUR	107.97	10,336	3,97,18,690	4,57,56,481	60,27,455	25,24,178	100	9,52,682	-5,66,372	-5,82,372	-
10	Indegene Healthcare Germany GmbH (Germany)**	29-Sep-22	31-Mar-26	EUR	107.97	25,000	2,24,181	6,32,094	3,82,913	-	100	31,03,661	1,75,906	1,19,770	-
11	Indegene Fareast Pte Ltd (Singapore)**	08-Jan-05	31-Mar-26	SGD	72.81	1,50,000	-73,655	3,19,971	2,43,626	-	100	7,05,565	39,938	37,533	-
12	Indegene Europe LLC (Switzerland)**	31-Mar-23	31-Mar-26	CHF	117.33	50,000	3,01,656	5,10,475	1,58,819	-	100	12,79,497	72,424	58,224	-
13	Indegene Lifesystems Consulting (Shanghai) Co. Ltd. (China)**	02-Dec-11	31-Mar-26	CNY	13.59	3,23,23,929	-4,33,53,125	1,41,92,746	2,52,21,941	-	100	3,33,28,346	9,85,606	9,85,606	-
14	Indegene Healthcare UK Limited (UK)**	07-Dec-23	31-Mar-26	GBP	124.03	35,32,023	5,92,916	48,21,109	6,96,170	-	100	73,62,628	4,45,663	5,13,723	-
15	Trilogy Writing & Consulting GmbH (Germany)**	22-Mar-24	31-Mar-26	EUR	107.97	34,100	30,97,799	1,41,15,269	1,09,83,370	-	100	1,50,84,159	37,48,599	25,57,307	-
16	Trilogy Writing & Consulting Limited (UK)**	22-Mar-24	31-Mar-26	GBP	124.03	1	1,28,134	17,64,256	16,36,121	-	100	20,43,272	45,900	50,158	-
17	Trilogy Writing & Consulting Inc. (USA)**	22-Mar-24	31-Mar-26	USD	93.85	1,000	39,55,201	1,35,61,424	96,05,223	14,08,329	100	1,29,26,291	5,46,067	5,85,278	-
18	Trilogy Writing & Consulting ULC (Canada)**	22-Mar-24	31-Mar-26	CAD	67.36	-	-	-	-	-	100	14,44,682	1,09,310	3,12,453	-
19	Indegene Spain, S.L.U**	12-Nov-24	31-Mar-26	EUR	107.97	3,000	12,359	1,92,575	1,77,216	-	100	2,18,344	12,359	12,359	-
20	MJL Communications Group Ltd**	25-Mar-25	31-Mar-26	GBP	124.03	31,250	6,72,000	7,03,250	-	-	100	-	-	-	-
21	MJL Advertising Limited**	25-Mar-25	31-Mar-26	GBP	124.03	1,56,250	6,09,100	15,30,322	7,64,972	-	100	19,13,940	-1,16,126	-1,16,126	-
22	Biopharm Parent Holding Inc.**	01-Oct-25	31-Mar-26	USD	93.85	2,08,541	-	2,08,541	-	-	100	-	-	-	-
23	Biopharm Communications, LLC**	01-Oct-25	31-Mar-26	USD	93.85	1,89,583	81,02,503	2,20,57,232	1,37,65,146	-	100	1,95,40,526	51,87,258	51,87,258	-
24	Addressable Health LLC**	01-Oct-25	31-Mar-26	USD	93.85	18,958	2,27,287	48,20,344	45,74,099	-	100	29,47,220	7,02,267	7,02,267	-
25	Cake Kommunikations GmbH (AT)**	30-Jan-26	31-Mar-26	EUR	107.97	35,000	10,54,148	21,05,297	10,16,149	-	100	4,63,231	-6,479	-2,170	-
26	Cake Kommunikations AG (Switzerland)**	30-Jan-26	31-Mar-26	CHF	117.33	1,00,086	2,33,069	6,12,944	2,79,789	-	100	2,03,938	89,513	78,668	-
27	Cake Kommunikations GmbH (DE)**	30-Jan-26	31-Mar-26	EUR	107.97	25,000	1,12,641	4,93,869	3,56,228	-	100	1,55,900	513	-10,482	-
28	Cake Kommunikations Holdings GmbH**	30-Jan-26	31-Mar-26	EUR	107.97	10,000	1,80,539	2,10,367	19,828	-	100	-	-3,924	-4,049	-
29	Warn & Co Limited**	16-Oct-25	31-Mar-26	GBP	124.03	100	18,83,496	23,63,291	4,79,695	-	100	12,14,373	63,816	38,856	-
30	Indegene Healthcare Canada, Inc**	01-Jan-26	31-Mar-26	CAD	67.36	100	25,35,245	41,11,866	15,76,521	-	100	22,89,734	1,33,264	-1,28,637	-

Notes

- * denotes direct subsidiary
- ** denotes step down subsidiary
- Trilogy Writing & Consulting ULC (Canada) and Services Indegene Aptilon Inc. (Canada) have been merged with Indegene Healthcare Canada Inc.

By order of the Board of Directors
for Indegene Limited

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 Director, Chief Financial Officer and Company Secretary during the Financial Year 2025-26, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2025-26 and the comparison of remuneration of each Key Managerial Personnel ("KMP") against the performance of the Company are as follows:

Name	Designation	Director Identification Number (DIN)	% increase of remuneration in FY 2025-26 as compared to FY 2024-25	Ratio to median Remuneration	No. of RSUs granted in FY 2025-26	No. of ESOPs granted in FY 2025-26
Executive Directors						
Mr. Manish Gupta	Chairman, Executive Director and Chief Executive Officer	00219273	-0.25%	30.30	Nil	Nil
Dr. Sanjay Suresh Parikh	Executive Director	00219278	-5.93%	18.20	Nil	Nil
Ms. Srishti Ramesh Kaushik	Company Secretary and Compliance Officer	NA	-2.54%	24.27	799	920
Mr. Suhas Prabhu	Chief Financial Officer	NA	+9.85%	5.82	40565	Nil
Non-Executive Directors						
Dr. Rajesh Bhaskaran Nair	Non- executive Director	00219269	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	7.81%	8.38	Nil	Nil
Mr. Jairaj Manohar Purandare	Non-Executive Independent Director	00159886	14.29%	4.53	Nil	Nil
Mr. Pravin Udhyavara Bhadya Rao	Non-Executive Independent Director	06782450	15.15%	4.61	Nil	Nil
Mr. Krishnamurthy Venugopala Tenneti	Non-Executive Independent Director	01338477	15.31%	4.57	Nil	Nil
Dr. Georgia Nikolakopoulou Papathomas	Non-Executive Independent Director	09734940	8.47%	8.29	Nil	Nil
Mr. Neeraj Bharadwaj*	Non-Executive Independent Director	01314963	Not comparable	8.09	Nil	Nil
Ms. Jill Mary De Simone**	Non-Executive Independent Director	11483134	Not comparable	8.13	Nil	Nil

* Mr. Neeraj Bharadwaj was appointed as an Independent Director of the Company with effect from 23 January 2026 - Percentage increase in remuneration is not reported as Mr. Neeraj Bharadwaj was not paid any remuneration during financial year 2024-25 and 2025-26.

** Ms. Jill Mary De Simone was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from 22 January 2026 - Percentage increase in remuneration is not reported as Ms. Jill Mary De Simone was not paid any remuneration during financial year 2024-25 and 2025-26.

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 financial year 2025-26.
- The % increase of remuneration is provided only for those directors and KMP who have drawn remuneration from the Company for full Financial Year 2025-26 and full Financial Year 2024-25. The ratio of remuneration to median remuneration is provided only for those directors and KMP who have drawn remuneration from the Company for the full Financial Year 2025-26.
- 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	₹ 12,35,935/-	7.47%

2. **The number of permanent employees on the rolls of the company as on 31 March 2026** is 4679.

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 merit cycle of 2026. 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 financial year 2025-26 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 of the Board, Executive Director and
Chief Executive Officer

ANNEXURE-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2026

[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

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 us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31 March 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by INDEGENE LIMITED for the financial year ended on 31 March 2026 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.

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. During the period under review, on 20 February 2026, the Company allotted 1,966 Equity Shares to Mr. Sudhir N. Bhatt, a non-resident employee of the Company, under the Indegene Limited Restricted Stock Unit Plan ("RSU 2020 / Plan"). However, due to a delay in completion of the requisite documentation, the exercise amount of USD 43.42 remitted by Mr. Sudhir N. Bhatt on 13 February 2026 got credited to the Company's account on 11 March 2026, which was subsequent to the date of allotment. Hence, this allotment constitutes an unintended deviation from the spirit of the provisions of Section 39 of the Companies Act, 2013, the Foreign Exchange Management Act, 1999, and the applicable regulations of the Securities and Exchange Board of India (SEBI), which require the Company to allot shares after receipt of funds.

2. The Company has not filed Form ADT-1 for the incumbent Auditor, Deloitte Haskins & Sells. This is due to an incorrect date mentioned in the Form ADT-1 filed for the erstwhile Auditor. The previous Form ADT-1, vide SRN: T73514663 dated 21 January 2022, was filed inadvertently by mentioning the wrong end date under "Period of accounts for which appointed" as 22 December 2025 instead of 31 March 2025, which corresponds to the end of the financial year 2024–25. As a result of the incorrect date stated in the previously filed Form ADT-1, the Company is unable to file a new Form ADT-1 for the appointment of the incumbent statutory auditor. As represented by the Company, the Board passed a circular resolution on 21 August 2025 approving an application to the Ministry of Corporate Affairs for cancellation of the said Form ADT-1 (SRN: T73514663), and the Company made an application to the Registrar of Companies, Bangalore, by filing Form GNL-1 (vide SRN: AC1053605) on 7 January 2026. As on the reporting date, the said Registrar is yet to take the necessary action.

3. Following forms are filed beyond original due dates:

Sl No.	SRN	Form No.	Description	Event date	Original due date	Filing date
1	AB5274479	BEN-2	Return to the Registrar in respect of declaration under section 90	29 May 2025	28 June 2025	3 July 2025
2	AC2157641	DIR-12	Particulars of appointment of directors and the key managerial personnel and the changes among them	22 January 2026	21 February 2026	25 February 2026
3	AB9115460	MGT-6	Return to the Registrar in respect of declaration under section 89 received by the company	15 September 2025	15 October 2025	28 November 2025
4	AB8468055	MGT-6	Return to the Registrar in respect of declaration under section 89 received by the company	21 September 2025	21 October 2025	28 October 2025
5	AB9118467	MGT-6	Return to the Registrar in respect of declaration under section 89 received by the company	30 September 2025	30 October 2025	28 November 2025
6	AB9124794	MGT-6	Return to the Registrar in respect of declaration under section 89 received by the company	30 September 2025	30 October 2025	28 November 2025
7	AB9139338	MGT-6	Return to the Registrar in respect of declaration under section 89 received by the company	14 October 2025	13 November 2025	28 November 2025

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. In such cases, consent of board of directors including independent directors is obtained as per Para 1.3.7 and 1.3.11 of Secretarial Standards -1 read with their respective guidance note issued by ICSI. 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.

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.

Sd/-
Name of the Company Secretary in practice: **Madhwesh K**
ACS No. A21477
C P No.: 10897
UDIN: A021477H000725488
Date: 01 July 2026
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.

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

Sd/-
Name of the Company Secretary in practice: **Madhwesh K**
ACS No. A21477
C P No.: 10897
UDIN: A021477H000725488
Date: 01 July 2026
Place: Bangalore

BOARD'S RESPONSE TO SECRETARIAL AUDITOR'S EMPHASIS, OBSERVATIONS AND QUALIFICATIONS

To
The Members
Indegene Limited

Observations by secretarial auditor	Directors' response
During the period under review, on 20 February 2026, the Company allotted 1,966 Equity Shares to Mr. Sudhir N. Bhatt, a non-resident employee of the Company, under the Indegene Limited Restricted Stock Unit Plan ("RSU 2020 / Plan"). However, due to a delay in completion of the requisite documentation, the exercise amount of USD 43.42 remitted by Mr. Sudhir N. Bhatt on 13 February 2026 got credited to the Company's account on 11 March 2026, which was subsequent to the date of allotment. Hence, this allotment constitutes an unintended deviation from the spirit of the provisions of Section 39 of the Companies Act, 2013, the Foreign Exchange Management Act, 1999, and the applicable regulations of the Securities and Exchange Board of India (SEBI), which require the Company to allot shares after receipt of funds.	The company has decided to regularize this unintended deviation and to maintain the highest standards of corporate governance, it has decided to voluntarily approach the respective regulatory authorities to seek adjudication, compounding and settlement with the said authorities. The Company considered the matter at its Board Meeting held on 29 April 2026, wherein the Board of Directors passed a resolution approving the filing of the necessary applications with the relevant authorities to regularise the deviation through the adjudication, compounding, and settlement processes, as applicable.
The Company has not filed Form ADT-1 for the incumbent Auditor, Deloitte Haskins & Sells. This is due to an incorrect date mentioned in the Form ADT-1 filed for the erstwhile Auditor. The previous Form ADT-1, vide SRN: T73514663 dated 21 January 2022, was inadvertently filed by mentioning the wrong end date under "Period of accounts for which appointed" as 22 December 2025 instead of 31 March 2025, which corresponds to the end of the financial year 2024–25. As a result of the incorrect date stated in the previously filed Form ADT-1, the Company is unable to file a new Form ADT-1 for the appointment of the incumbent statutory auditor. As represented by the Company, the Board passed a circular resolution on 21 August 2025 approving an application to the Ministry of Corporate Affairs for cancellation of the said Form ADT-1 (SRN: T73514663), and the Company made an application to the Registrar of Companies, Bangalore, by filing Form GNL-1 (vide SRN: AC1053605) on 7 January 2026. As on the reporting date, the said Registrar is yet to take the necessary action.	The company has been repeatedly following up with the ROC office to ensure completion at the earliest.
Delay in MCA filings	This is due to technical issues with MCA website.

By order of the Board of Directors
For Indegene Limited

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

ANNEXURE - 4

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 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 29th October 2020, and 23rd 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 13th 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 29th October 2020, and 23rd November, 2022 passed by the Board ("**RSU Board Resolutions"**) and special resolutions passed by the shareholders ("**RSU Shareholders' Resolutions**") in their EGM dated 13th November 2020 under Section 62(1) of the Act, and 28th 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.

Name: Madhwesh K,
Practicing Company Secretary
ICSI Membership No.: A21477
ICSI Certificate of Practice No.: 10897
UDIN: A021477H000725378

Date: 01-07-2026
Place: Bangalore

ANNEXURE - 5

Date: 01 April, 2026

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.

Thank you,
Yours faithfully,

Sd/-
Dr. Ashish Gupta
DIN: 00521511

Date: 31 March 2026

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 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 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.

Thank you,
Yours faithfully,

Sd/-
Jairaj Manohar Purandare
DIN: 00159886

Date: 07 April 2026

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. Pravin Udhyavara 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 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.

Thank you,

Yours faithfully,

Sd/-

Pravin Udhyavara Bhadya Rao

DIN: 06782450

Date: 29 April, 2026

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.

Thank you,

Yours faithfully,

Sd/-

Krishnamurthy Venugopala Tenneti

DIN: 01338477

Date: 11 April, 2026

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, 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.

Thank you,

Yours faithfully,

Sd/-
Georgia Nikolakopoulou Papathomas
DIN: 09734940

Date: 14 April, 2026

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, Neeraj Bharadwaj, 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 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.

n) pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that I have not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority

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'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/-
Neeraj Bharadwaj
DIN: 01314963

Date: 01 April, 2026

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. Jill Mary De Simone, 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 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.

n) pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that I have not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority

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'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/-
Jill Mary De Simone
DIN: 11483134

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 take the long view. India's trajectory toward becoming a dominant, globally recognized biotech powerhouse cannot rely on isolated, serendipitous breakthroughs. It demands an integrated, self-sustaining ecosystem where discovery is nurtured, translation is accelerated, and scale is legally and structurally enabled.

By intentionally aligning our corporate social responsibility with the frontiers of deep science, we are not just giving back—we are investing forward. We remain steadfastly committed to playing a pivotal, catalytic role in this transformation, creating compounding value and enduring intellectual property that will serve society and elevate Indian science for decades to come.

Our CSR strategy represents a profound structural shift from traditional philanthropy to systemic ecosystem engineering. We are deliberately investing where the scientific horizon is being pushed, ensuring that India builds the enduring institutional and intellectual architecture required to lead the global bio-economy.

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 financial year 2025–26/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 financial year.

Section A – Ongoing Projects/Initiatives undertaken during financial year 2025–26

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.

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. The arrangement has been renewed for a further period of 3 years.

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. The partnership has been renewed for a further period of 3 years to support 25 students in the first 2 years and 20 students in the third year with an increase in the scholarship amount per student.

5. **Plaksha University (Reimagining Higher Education Foundation) - The Faculty Chair Project**

   The support extended to Plaksha has been restructured into two distinct CSR initiatives to enhance focus and impact, one is the continuation of the Faculty Chair Project & the other initiative under the HealthTech Innovation Fund.

   The Faculty Chair Project supports the establishment of faculty chairs to attract and retain world-class academic talent, fostering innovation and academic excellence.

6. **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. **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, aiming for the 10 corporate sector to contribute 50% of GERD. 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.

8. **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

9. **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

10. **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. The primary objective of the initiative is to enhance access to early childhood education and nutrition for underprivileged children.

   Under this CSR initiative, Indegene supports the programme through financial assistance, resources and expertise, aimed at strengthening its reach and improving its overall effectiveness.

Section B - New CSR projects

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

11. **Foundation for Neglected Disease Research**

   Indegene is supporting a programme implemented by the Foundation for Neglected Disease Research (FNDR), a Section 8 company, focused on the development of a multiplex qPCR panel for detection of critical fungal pathogens. The initiative aims to enable timely and accurate diagnosis, thereby supporting informed clinical decision-making and improving patient outcomes in the management of infectious diseases.

   The programme involves the design and optimisation of a multiplex TaqMan probe-based quantitative PCR panel using species-specific gene sequences, with a view to strengthening diagnostic capabilities and advancing research in the field of infectious diseases.

12. **Institute for Bio-Informatics & Applied Bio-Technology**

Indegene is supporting a programme implemented by the Institute of Bioinformatics and Applied Biotechnology (IBAB), a registered society, aimed at promoting academic empowerment of students from economically weaker sections. The initiative focuses on providing financial support towards tuition fees for MSc students, thereby enabling access to quality higher education and fostering talent in the life sciences and biotechnology domains.

The programme is designed to strengthen the academic ecosystem by supporting meritorious students and enhancing skill development in specialised scientific fields.

13. **Teach to Lead.**

Under this CSR initiative, the Company is supporting the InnovatED Grant and Teach to Lead Fellowship programmes, which aim to foster entrepreneurship and strengthen the education ecosystem by supporting educators and impacting students through classroom teaching and mentorship.

14. **Plaksha University (Reimagining Higher Education Foundation) – Innovation Fund**

Under this CSR initiative, Indegene is supporting the HealthTech Innovation Fund implemented by the Reimagining Higher Education Foundation (RHEF), with a focus on advancing innovation in healthcare and biosciences. The programme aims to foster interdisciplinary research, support innovation-led projects and strengthen the broader health-technology ecosystem through collaboration between academia, industry and entrepreneurs.

The initiative is designed to contribute towards the development of scalable and impactful solutions in the healthcare space, thereby enabling improved access and outcomes.

15. **The Akshaya Patra Foundation**

Indegene's support to The Akshaya Patra Foundation aims at providing nutritious meals to school children. The initiative seeks to improve the nutritional status of children while encouraging school attendance and retention, thereby contributing to better learning outcomes. Through this programme, the Company supports the delivery of meals to beneficiary children, strengthening efforts towards addressing hunger and malnutrition among underprivileged communities. The implementing partner is responsible for execution of the programme and ensuring effective utilisation of funds in accordance with the agreed objectives and applicable regulatory requirements.

16. **Government College Tumkur**

Indegene supported Government College, Tumkur by providing 70 laptops to strengthen digital infrastructure and enhance access to technology-enabled learning for students.

17. **Government College, Malleswaram, Bangalore**

Indegene supported Government College, Malleswaram, Bangalore through the provision of 30 laptops, aimed at strengthening digital infrastructure and enhancing access to technology-enabled learning for students.

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 of CSR Committee	1	1
2	Dr. Rajesh Bhaskaran Nair	Non-Executive Director, Member of CSR Committee	1	1
3	Dr. Sanjay Suresh Parikh	Executive Director, Member of CSR Committee	1	1
4	Mr. Pravin Udhyavara Bhadya Rao	Non-Executive Independent Director, Member of CSR Committee	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.	NA
5. (a) Average net profit of the company as per sub-section (5) of section 135.	₹ 1,80,84,65,223
(b) Two percent of average net profit of the company as per sub-section (5) of section 135.	₹ 3,61,69,304
(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)].	₹ 3,61,69,304
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).	₹ 3,63,45,765
(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)].	₹ 3,63,45,765

(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
2,58,45,765	1,05,00,000	28 April 2026	NIL	NIL	NA

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

S.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	3,61,69,304
(ii)	Total amount spent for the Financial Year	3,63,45,765
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	1,76,461
(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)]	1,76,461

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

1	2	3	4	5	6		7	8
S. 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	75,13,570	75,13,570	42,50,000	NA	NA	32,63,570	NIL
2	FY – 2	1,03,95,000	54,45,000	54,45,000	NA	NA	NIL	NIL
3	FY – 3	88,90,000	NIL	NIL	NA	NA	NIL	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:

S. 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		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered Address
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, 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**