Report on Corporate Governance

GOVERNANCE THAT BUILDS TRUST

At Indegene Limited, good corporate governance has been the cornerstone of our journey across nearly three decades. Our unwavering commitment to transparency, accountability, and ethical conduct has built enduring trust with all our stakeholders. This strong governance DNA has been central to delivering sustainable growth and navigating a dynamic landscape with confidence and resilience. As we continue our journey from promise to performance, we remain accountable for the outcomes we create - reinforcing our position as a responsible, forward-looking organization committed to long-term value creation, inclusive progress, and excellence in everything we do.

The Report comprises

1. Corporate Governance Philosophy
2. Board and Committees of the Board
3. Company Policies and Governance Disclosures
4. Affirmations, Compliance and Certifications
5. Shareholder Information and Investor Interface

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Our corporate governance reflects our value system, encompassing our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices and ensure that we always gain and retain the trust of our stakeholders.

At Indegene ("the Company"), it is imperative that the Company's affairs are managed in a fair and transparent manner. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders expectations. We are committed to defining, following, and practicing the highest level of corporate governance across all our business functions.

Our corporate governance is a statement of the values we stand by as we conduct our business and engage with our stakeholders. The Company has been a leader in adopting internationally recognized corporate governance guidelines and has set the highest standards in abiding by them.

Core principles of Governance

- Compliance with the laws & regulations
- Trusteeship
- Accountability
- Integrity & Transparency
- Sustainability

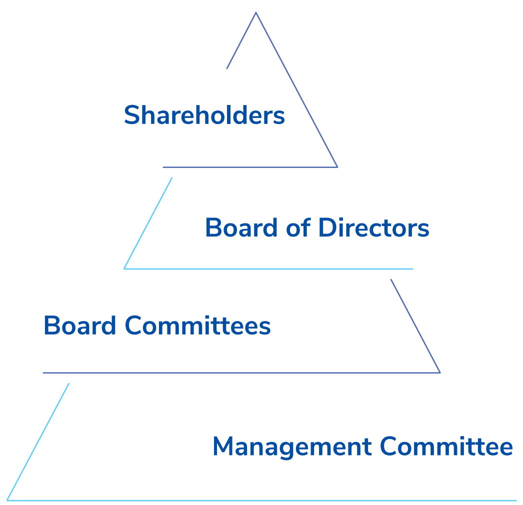
At Indegene, we base our business on responsible corporate behaviour. We act according to our values and principles, which are strengthened at all levels within the Company. The Board through its supervisory role and oversight ensures that appropriate processes and controls are in place to support our operations and protect the stakeholders interest. The Board fully supports and endorses the corporate governance practices as envisaged in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Corporate Governance Structure

The Company's governance structure follows a multi-layered framework designed to promote transparent oversight and ensure accountability across all levels of organisation. It processes key decisions through Committees of the Board ("Board Committees/Committees") with clearly defined roles and responsibilities. Internal working sub-committees and groups further support these Committees with cross-functional expertise.

This framework integrates senior management inputs with formal Board oversight to strengthen decision-making. This approach creates a continuous cycle of informed insight and disciplined decision-making across all levels of the organisation. As a result, the Company ensures consistency, accountability, and effective governance throughout its operations.

1. Strong internal committee oversight mechanisms in place
2. Independent Directors' presence across Committees ensures objectivity and strong oversight
3. Inclusion of external expertise to strengthen governance effectiveness
4. Board / Committees / Directors evaluation mechanism in place



BOARD AND COMMITTEES OF THE BOARD

BOARD OF DIRECTORS

Indegene is professionally managed under the Board's guidance. The Board's primary role is to ensure the Company's long-term sustainable success for all stakeholders. It is responsible for developing strategy, overseeing material acquisitions and divestments, managing capital expenditure and the Company's capital structure, and handling other financing matters. Additionally, the Board is committed to upholding sound principles of Corporate Governance within the Company.

Board composition and other details

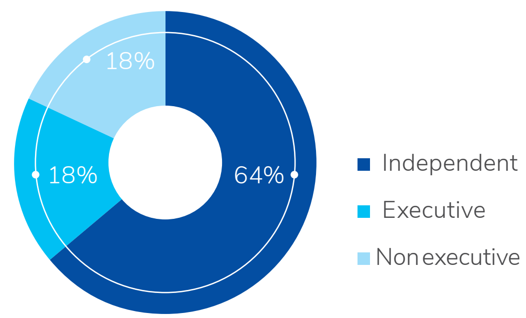
The Board of the Company comprises highly experienced persons of repute and eminence and has an optimal mix of knowledge, experience and diversity that enables it to discharge its responsibilities and provide effective leadership to the business.

The Board comprises both Executive and Non-Executive Directors, with a majority being Independent Directors, including Independent Women Directors.

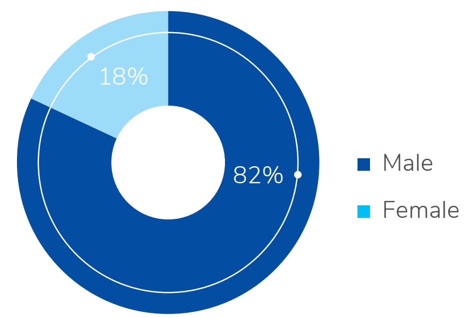
It is hereby confirmed that:

- The Board composition is in conformity with the applicable provisions of the Companies Act, 2013 (the Act) and the Listing Regulations.
- None of the Directors of the Company are related to each other.
- The Number of Directorship(s), Committee Membership(s), Chairmanship(s) of all the Directors is within respective limits prescribed under the Act and Listing Regulations.

Board Composition



Gender Diversity



Knowing the Board

Mr. Manish Gupta
(Chairman, Executive Director & CEO)
DIN: 00219273

Date of Appointment:	Nationality:	Age (Years):	Experience(Years)
11 February 2000	Indian	53	>30

Expertise and Competencies:

- Expertise in strategy and leadership for building and scaling global organisations
- Sound knowledge of life sciences and pharmaceutical commercialisation
- Sound knowledge of stakeholder management, including global clients and investors
- Strong understanding of technology, AI-led innovation and digital transformation

Committee Membership:

Corporate Social Responsibility Committee | Risk Management Committee

Dr. Sanjay Suresh Parikh
(Executive Director)

DIN: 00219278

Date of Appointment:	Nationality:	Age (Years):	Experience(Years)
29 January 2002	Indian	62	>34

Expertise and Competencies:

- Expertise in strategy, business development and operational leadership across global healthcare markets
- Sound knowledge of pharmaceutical, medical devices and healthcare industry dynamics
- Industry insight and ability to contribute to long-term business strategy
- Experience in scaling innovation-driven healthcare solutions and business models

Committee Membership:

Audit Committee | Stakeholders Relationship Committee | Risk Management Committee | Corporate Social Responsibility Committee

Dr. Rajesh Bhaskaran Nair
(Non- executive Director)

DIN: 00219269

Date of Appointment:	Nationality:	Age (Years):	Experience(Years)
16 October 1998	Indian	56	>28

Expertise and Competencies:

- Sound understanding of business strategy, operations and execution frameworks
- Ability to translate data and insights into actionable business outcomes
- Strong clinical foundation combined with business management expertise
- Expertise in driving innovation in healthcare through interdisciplinary knowledge

Committee Membership:

Investment Committee | Stakeholders Relationship Committee | Risk Management Committee | Corporate Social Responsibility Committee

Mr. Mark Francis Dzialga
(Non- executive Nominee Director)

DIN: 00955485

Date of Appointment:	Nationality:	Age (Years):	Experience(Years)
16 April 2021	United States of America	61	>30

Expertise and Competencies:

- Expertise in growth equity investing and investment leadership
- Expertise in global investments and cross-border market expansion
- Expertise in software, internet, healthcare, financial services, and consumer sectors
- Sound knowledge of financial analysis and investment frameworks backed by strong academic

Committee Membership:

Nomination and Remuneration Committee | Investment Committee

Dr. Ashish Gupta
(Independent Director)

DIN: 00521511

Date of Appointment:	Nationality:	Age (Years):	Experience(Years)
28 April 2022	United States of America	59	>28

Expertise and Competencies:

- Expertise in IT entrepreneurship and technology-driven business development
- Sound knowledge of investment evaluation, startup mentoring, and board-level advisory roles
- Expertise in strategic leadership and business innovation, including founding and scaling companies
- Proficiency in working with high-growth companies in sectors such as SaaS, AI, and digital platforms

Committee Membership:

Nomination and Remuneration Committee | Investment Committee

Mr. Jairaj Manohar Purandare
(Independent Director)

DIN: 00159886

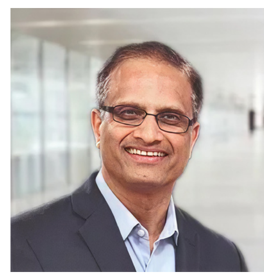
Date of Appointment:	Nationality:	Age (Years):	Experience(Years)
28 April 2022	Indian	66	>35

Expertise and Competencies:

- Extensive experience in taxation and advisory services
- Senior leadership experience at global professional services firms (PwC and Ernst & Young)
- Deep understanding of tax strategy, regulatory frameworks, and compliance
- Strong stakeholder management and client advisory capabilities

Committee Membership:

Audit Committee | Nomination and Remuneration Committee | Stakeholders Relationship Committee



Mr. Pravin Udhyavara Bhadya Rao
(Independent Director)

DIN: 06782450

Date of Appointment:	Nationality:	Age (Years):	Experience(Years)
08 June 2022	Indian	64	>36

Expertise and Competencies:

- Strong domain expertise in IT services and technology-led business models
- Proven operational leadership experience as Chief Operating Officer at Infosys Limited
- Deep understanding of large-scale technology operations and delivery management
- Experience in managing global delivery and complex business environments

Committee Membership:

Audit Committee | Nomination and Remuneration Committee | Risk Management Committee | Corporate Social Responsibility Committee

Mr. Krishnamurthy Venugopala Tenneti
(Independent Director)
DIN: 01338477

Date of Appointment:	Nationality:	Age (Years):	Experience(Years)
22 July 2008	Indian	80	>50

Expertise and Competencies:

- Experience in management advisory and strategic consulting
- Expertise in business strategy, operational improvement, and governance
- Experience in guiding management on growth and transformation initiatives
- Strong analytical and problem-solving capabilities

Committee Membership:

Nomination and Remuneration Committee | Audit Committee | Investment Committee

Dr. Georgia Nikolakopoulou Papathomas
(Independent Director)
DIN: 09734940

Date of Appointment:	Nationality:	Age (Years):	Experience(Years)
30 September 2022	United States of America	75	>40

Expertise and Competencies:

- Experience in the pharmaceutical industry
- Prior association with a global healthcare company (Johnson & Johnson)
- Expertise in scientific research and analytical methodologies
- Strong understanding of healthcare and life sciences sector

Committee Membership:

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Mr. Neeraj Bharadwaj
(Independent Director)
DIN: 01314963

Date of Appointment:	Nationality:	Age (Years):	Experience(Years)
23 January 2026	United States of America	57	>35

Expertise and Competencies:

- Extensive experience in private equity and investment management
- Strong expertise in financial analysis and portfolio management
- Deep capabilities in business strategy and value creation
- Expertise in evaluating complex transactions and investment opportunities

Committee Membership:

Investment Committee | Nomination and Remuneration Committee

Ms. Jill Mary De Simone
(Independent Director)
DIN: 11483134

Date of Appointment:	Nationality:	Age (Years):	Experience(Years)
22 January 2026	United States of America	70	>40

Expertise and Competencies:

- Expertise in business unit creation, transformation, and operational excellence
- Strong understanding of life sciences commercialisation and market dynamics
- Strategic advisory experience for early-stage and preclinical biotech companies
- Experience in organisational development, executive coaching, and leadership mentoring

Committee Membership:

—

Details of attendance of directors at the meetings of the board & at the last Annual General Meeting (AGM) held in financial year 2025-26, are as follows:

Name of the Director	Attended AGM on 26 June 2025	No. of Board Meetings					Held during tenure	Attended	%
		1 (28 April 2025)	2 (27 May 2025)	3 (31 July 2025)	4 (30 Oct 2025)	5 (29 Jan 2026)			
Mr. Manish Gupta	Y	Y	Y	Y	Y	Y	5	5	100
Dr. Sanjay Suresh Parikh	Y	Y	Y	Y	Y	Y	5	5	100
Dr. Rajesh Bhaskaran Nair	Y	Y	Y	Y	Y	Y	5	5	100
Mr. Mark Francis Dzialga*	Ab	Y	L	Y	Y	L	5	3	60
Dr. Ashish Gupta	Ab	Y	L	Y	Y	Y	5	4	80
Mr. Jairaj Manohar Purandare	Y	Y	Y	Y	Y	Y	5	5	100
Mr. Pravin Udhyavara Bhadya Rao	Y	Y	Y	Y	Y	Y	5	5	100
Mr. Krishnamurthy Venugopala Tenneti	Y	Y	Y	Y	Y	Y	5	5	100
Dr. Georgia Nikolakopoulou Papathomas	Y	Y	Y	Y	Y	Y	5	5	100
Mr. Neeraj Bharadwaj**	Y	L	L	NA	NA	L	3	0	0
Ms. Jill Mary De Simone***	NA	NA	NA	NA	NA	Y	1	1	100
% Attendance	**80**	**90**	**70**	**100**	**100**	**81.82**	**-**	**-**	**-**

Y – Present   Ab – Absent   L – Leave of Absence

* Mr. Mark Francis Dzialga is a nominee of BPC Group (collectively, BPC Genesis Fund I SPV, Ltd. and BPC Genesis Fund I-A SPV, Ltd.).

** Mr. Neeraj Bharadwaj resigned from the Board on 22 July 2025 and was subsequently re-appointed as an Independent Director with effect from 23 January 2026, pursuant to approval of the shareholders through postal ballot.

*** Ms. Jill Mary De Simone was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from 22 January 2026.

Notes:

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

During the financial year 2025-26, the composition of the Board was in compliance with Regulations 17 and 25 of the Listing Regulations read with Section 149 of the Act.

Details of directorships held by the Directors of Indegene as at 31 March 2026 in other equity listed entities (excluding Indegene), are as follows:

S. No.	Name, DIN	No. of Other Directorships					No. of Committee Positions held	
		Indian		Overseas	Listed Entities	Name of Listed Entities	Member	Chairperson
		Unlisted Public	Private					
1.	Mr. Manish Gupta	Nil	Nil	7*	Nil	NA	Nil	Nil
2.	Dr. Sanjay Suresh Parikh	Nil	Nil	6*	Nil	NA	Nil	Nil
3.	Dr. Rajesh Bhaskaran Nair	Nil	Nil	9*	Nil	NA	Nil	Nil
4.	Mr. Mark Francis Dzialga	Nil	Nil	5	Nil	NA	Nil	Nil
5.	Dr. Ashish Gupta	Nil	3	3	2	Info Edge (India) Limited Urban Company Limited	1	Nil
6.	Mr. Jairaj Manohar Purandare	Nil	2	Nil	3	Piramal Pharma Limited HDFC Asset Management Company Limited CIE Automotive India Limited	5	2
7.	Mr. Pravin Udhyavara Bhadya Rao	1	1	Nil	3	Computer Age Management Services Limited Cohance Lifesciences Limited Zensar Technologies Limited	4	1
8.	Mr. Krishnamurthy Venugopala Tenneti	Nil	7	1	1	Ola Electric Mobility Limited	1	1
9.	Dr. Georgia Nikolakopoulou Papathomas	Nil	Nil	7	Nil	NA	Nil	Nil
10.	Mr. Neeraj Bharadwaj	1	3	3	1	Hexaware Technologies Limited	1	Nil
11.	Ms. Jill Mary De Simone	Nil	Nil	1	Nil	NA	Nil	Nil

*In respect of Mr. Manish Gupta, Dr. Sanjay Suresh Parikh and Dr. Rajesh Bhaskaran Nair, "overseas companies" includes subsidiaries of Indegene Limited.

Notes:

- None of the directors hold directorship in more than 10 public companies out of which seven companies are listed. Also, none of the whole-time directors are serving as independent directors.
- For the purpose of determining the limit of Board Committees, only Chairpersonship / Membership positions held in Audit Committee & Stakeholders Relationship Committee have been considered as per Regulation 26(1)(b) of the Listing Regulations.

Board Meetings

The Board meets at regular intervals to discuss and take decisions on Company/business policies and strategies apart from other Board businesses.

Measures to ensure effective participation by the Directors

- Pre-scheduled Board/Committee Meetings.
- Annual calendar for Board / Committee meetings is agreed and circulated in advance.
- At each Board meeting, Chairperson of respective Committees briefs the Board on matters discussed by the Committee at their respective meetings.
- For urgent business needs - approval is taken by resolution passed through circulation.
- Agenda is set by the Company Secretary in consultation with the Chairperson of the Board/ Committee. Agenda of Meetings includes detailed notes to enable the Directors to take an informed decision.

The Agenda for the Board and Committee Meetings covers items set out as per the Act and Listing Regulations. The Board agenda generally includes consideration of important corporate actions and events.

The information set out in the Agenda and notes thereon enables the Board to deliberate and take informed decisions on the matters. The Meetings are generally conducted through audio/video conferencing (AC/VC) facilities. The necessary arrangements are made to enable Directors, including those travelling or located outside the usual place of meeting, to participate effectively.

During the financial year 2025-26, five Board Meetings were held. The interval between any two Board Meetings was well within the maximum allowed gap of 120 days. During the year, some of the business were considered by the Board by passing resolutions by circulation

The date of board meetings along with presence of quorum are as follows:

S.No.	Date of meeting	Total no. of Directors on board as on date of the meeting	Total no. of Directors present	Total no. of Independent Directors present	Presence of Quorum (Yes/ No)
1.	28 April 2025	10	9	5	Yes
2.	27 May 2025	10	7	4	Yes
3.	31 July 2025	9	9	5	Yes
4.	30 October 2025	9	9	5	Yes
5.	29 January 2026	11	9	6	Yes

The Company Secretary supports the Board by making sure the Directors have the policies, processes, information, time and resources, they need to work and take decisions effectively and efficiently.

Board Support: Company Secretary

The Company Secretary is responsible for:

- preparing the Agenda and convening the Board and Committee meetings;
- facilitating Board, Committee and General Meetings, attending such meetings, and ensuring that the proceedings and minutes are appropriately recorded and maintained.
- providing guidance to the Directors, both collectively and individually, regarding their roles, responsibilities, and powers.
- assisting the Chairperson in all Board development processes like Board evaluation, Board re-structuring, succession planning, inductions and trainings etc.
- representing the Company before various regulators and authorities in connection with the discharge of duties under the Act & Listing Regulations.
- assisting the Board in conduct of the Company's affairs and compliance with corporate governance requirements, and best practices.

Besides ensuring compliance with the relevant statutory and regulatory requirements, the Company Secretary also acts as a formalised link between the Board, Management and external stakeholders.

DETAILS OF SENIOR MANAGEMENT

a. List of Senior Management Personnel

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

b. Changes in Senior Management Personnel during the financial year

There were no changes in Senior Management Personnel during the financial year 2025-26.

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

Tech Interventions: Web based application/ tool

Application for circulating Agendas	Statutory Compliance Monitoring Tool
The Company utilises a secure digital board governance platform for the preparation and circulation of meeting agendas and related board papers. The platform provides a centralised and user-friendly interface for scheduling meetings, creating and managing agenda items, and securely distributing confidential documents to Directors. It enables real-time access to meeting materials from any location and an approved device, facilitating seamless communication and collaboration among Board members. With robust security features, including encryption and controlled access, the system ensures confidentiality, version control, and efficient, paperless conduct of meetings, thereby supporting effective governance practices and timely decision-making.	• The Company uses a web-based Statutory Compliance Monitoring Tool designed to enhance and streamline the tracking of all its statutory and legal obligations. • The tool provides a comprehensive platform for managing compliance across various domains, ensuring that all legal requirements are met timely and efficiently. • It provides the necessary assurances to the Board regarding the Company's adherence to legal requirements. • This tool helps the Company to effectively navigate the complex statutory requirements and mitigate potential risks.

In compliance with SS-1, the draft minutes of the Board & Committee meetings are circulated amongst the Directors within the prescribed time.

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

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

Board Skills

Healthcare solutions/ Pharmaceuticals

Expertise in healthcare solutions and pharmaceuticals enables informed decision-making in product development, regulatory compliance, market positioning, and innovation.

Business administration / Management advisory

Expertise in business administration and management advisory equips organizational growth, enhances operational efficiency, and ensures financial sustainability. This competency fosters effective governance, risk management, and long-term value creation for stakeholders.

Investment Banking/ Finance/Taxation

Expertise in investment banking, finance, and taxation provides the financial acumen to optimize capital allocation, manage risks, and ensure regulatory compliance. This competency is crucial for maintaining financial stability, driving strategic investment decisions, and maximizing shareholder value.

Information Technology

Expertise in Information Technology ("IT") helps to leverage digital innovation, enhance cybersecurity, and drive business transformation. This competency ensures the effective adoption of emerging technologies, operational efficiency, and resilience in an increasingly digital landscape.

Industrial

Expertise in industrial sectors enables effective oversight of manufacturing processes, supply chain management, operational efficiency, and technological integration. This competency supports strategic decision-making, enhances productivity, and ensures sustainable growth while maintaining compliance with industry standards and regulatory requirements.

Consumer Discretionary

Expertise in the consumer discretionary sector facilitates informed decision-making in market positioning, customer engagement, product innovation, and demand management. This competency strengthens brand value, drives revenue growth, and enables organizations to respond effectively to evolving consumer preferences and market dynamics.

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

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

Name of the Director	Healthcare solutions / Pharmaceuticals	Business administration / Management advisory	Investment banking / Finance / Taxation	Information Technology	Industrial	Consumer Discretionary
Mr. Manish Gupta	✓	✓	-	✓	-	-
Dr. Sanjay Suresh Parikh	✓	✓	-	✓	-	-
Dr. Rajesh Bhaskaran Nair	✓	✓	-	✓	-	-
Mr. Mark Francis Dzialga	✓	✓	-	✓	-	-
Dr. Ashish Gupta	✓	-	-	✓	-	✓
Mr. Jairaj Manohar Purandare	-	-	✓	✓	✓	-
Mr. Pravin Udhyavara Bhadya Rao	✓	-	✓	✓	-	-
Mr. Krishnamurthy Venugopala Tenneti	✓	-	✓	✓	-	✓
Dr. Georgia Nikolakopoulou Papathomas	✓	-	✓	✓	-	-
Mr. Neeraj Bharadwaj	✓	✓	-	✓	-	-
Ms. Jill Mary De Simone	✓	✓	✓	✓	-	-

Board Diversity

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

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

Independent Directors

The term Independent Directors is defined under Section 149(6) of the Act and Regulation 16 of the Listing Regulations. The Company has received requisite declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence prescribed under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations. Further, the Independent Directors have also confirmed that they are not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The Board affirms that the Company's Independent Directors meet the criteria prescribed under Schedule V of the Listing Regulations and remain independent from the management, based on the following:

- Annual declarations submitted by the Independent Directors pursuant to Regulation 25(8) of the Listing Regulations, confirming their compliance with the independence criteria.
- A certificate issued by Madhwesh K, Practising Company Secretary, under Regulation 25(9) of the Listing Regulations, validating the authenticity and accuracy of the declarations received.

Additionally, the Independent Directors have confirmed their registration with the Independent Directors' Database maintained by the Indian Institute of Corporate Affairs. The Company issues a formal letter of appointment at the time of each Independent Director's appointment or re-appointment.

As of 31 March 2026, the Board comprises 7 (seven) Independent Directors.

COMMITTEES OF THE BOARD

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

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

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

As on 31 March 2026, the Board has constituted the following Committees:

BOARD COMMITTEES

AUDIT COMMITTEE

- Mr. Jairaj Manohar Purandare
- Dr. Sanjay Suresh Parikh
- Mr. Pravin Udhyavara Bhadya Rao
- Mr. Krishnamurthy Venugopala Tenneti

RISK MANAGEMENT COMMITTEE

- Mr. Manish Gupta
- Dr. Rajesh Bhaskaran Nair
- Dr. Sanjay Suresh Parikh
- Mr. Pravin Udhyavara Bhadya Rao

STAKEHOLDERS RELATIONSHIP COMMITTEE

- Mr. Jairaj Manohar Purandare
- Dr. Sanjay Suresh Parikh
- Dr. Rajesh Bhaskaran Nair

NOMINATION AND REMUNERATION COMMITTEE

- Mr. Krishnamurthy Venugopala Tenneti
- Mr. Pravin Udhyavara Bhadya Rao
- Mr. Neeraj Bharadwaj
- Mr. Mark Francis Dzialga
- Dr. Ashish Gupta
- Mr. Jairaj Manohar Purandare

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

- Mr. Manish Gupta
- Dr. Rajesh Bhaskaran Nair
- Dr. Sanjay Suresh Parikh
- Mr. Pravin Udhyavara Bhadya Rao

INVESTMENT COMMITTEE

- Mr. Krishnamurthy Venugopala Tenneti
- Dr. Ashish Gupta
- Mr. Mark Francis Dzialga
- Mr. Pravin Udhyavara Bhadya Rao
- Mr. Mark Francis Dzialga
- Mr. Pravin Udhyavara Bhadya Rao

Chairperson Member

The composition of certain Board Committees was revised at the Board Meeting held on 15 July 2026.

Audit Committee

Mr. Jairaj Manohar Purandare
Chairperson
Independent Director

75%
of Independent Directors

3 out of 4 Members
have 100% attendance

The Audit Committee ("AC") meets the criteria laid down under Section 177 of the Act and Regulation 18 of the Listing Regulations.

As on 31 March 2026, the AC comprises of three Independent Directors and one Executive Director. All the Members of the AC are financially literate and have relevant expertise in finance, risk management and governance.

S. No	Date of meeting	Total no. of Directors in the AC as on date of the meeting	Total no. of Directors present	Total no. of Independent Directors present	Presence of Quorum (Yes/No)
1.	28 April 2025	4	3	3	Yes
2.	29 July 2025	4	4	3	Yes
3.	29 October 2025	4	4	3	Yes
4.	28 January 2026	4	3	3	Yes
5.	18 March 2026	4	3	3	Yes

Details of attendance of the Directors at the meetings of AC, are as under

Name of the Director	Category	Position in the Committee	No. of meetings held in FY 2025-26 during the tenure of the Director	No. of meetings attended
Mr. Jairaj Manohar Purandare	Non-Executive Independent Director	Chairperson	5	5
Dr. Sanjay Suresh Parikh	Executive Director	Member	5	2
Mr. Pravin Udhyavara Bhadya Rao	Non-Executive Independent Director	Member	5	5
Mr. Krishnamurthy Venugopala Tenneti	Non-Executive Independent Director	Member	5	5

Terms of reference

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

Key Terms of Reference of the AC are:

Activities of the Committee during the year	Frequency
Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible	◆
Reviewing and examining with Management the quarterly and annual financial results and the Limited Review/Auditor's Report thereon before submission to the Board for approval	◆ | ●
Reviewing management discussion and analysis of financial condition and results of operations	●
Recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services	● | ▲
Reviewing and monitoring the Statutory Auditor's independence and performance and effectiveness of audit process	●
Reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company	◆
Reviewing the adequacy of internal audit function and the findings of any internal investigations by the internal auditors	◆
Reviewing the utilisation of loans and/or advances from/investment in the Subsidiary exceeding ₹100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/ investments	◆

◆ Quarterly ● Annually ▲ Periodically

Committee governance

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

The meetings of the AC are also attended by the Chief Financial Officer, Statutory Auditors, group controller and Internal Auditor as special invitees. The Company Secretary acts as the Secretary to the Committee. The minutes of each AC meeting are placed in the next meeting of the Board. During the financial year 2025-26, some of the matters were considered by passing resolution(s) by circulation. All the decisions and recommendations made by the Committee were approved by requisite majority of the members of the Committee. The AC also meets the Internal and Statutory Auditors separately, without the presence of management representatives.

Nomination & Remuneration Committee

Mr. Krishnamurthy Venugopala Tenneti
Chairperson

Independent Director

83.33%
of Independent Directors

4 out of 6 Members
have 100% attendance

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

As on 31 March 2026, the NRC comprises of five Independent Directors and one Non-Executive Nominee Director.

The Committee met one time during the year ended 31 March 2026. Details of NRC meetings along with presence of quorum are as under:

S. No	Date of meeting	Total no. of Directors in the NRC as on date of the meeting	Total no. of Directors present	Total no. of Independent Directors present	Presence of Quorum (Yes/No)
1.	18 March 2026	6	4	4	Yes

Details of attendance of the Directors at the meetings of the NRC, are as under

Name of the Director	Category	Position in the Committee	No. of meetings held in FY 2025-26 during the tenure of the Director	No. of meetings attended
Mr. Krishnamurthy Venugopala Tenneti	Non-Executive Independent Director	Chairperson	1	1
Mr. Pravin Udhyavara Bhadya Rao	Non-Executive Independent Director	Member	1	1
Mr. Neeraj Bharadwaj	Non-Executive Independent Director	Member	1	0
Mr. Mark Francis Dzialga	Non-Executive Nominee Director	Member	1	0
Dr. Ashish Gupta	Non-Executive Independent Director	Member	1	1
Mr. Jairaj Manohar Purandare	Non-Executive Independent Director	Member	1	1

Terms of reference

The Committee is guided by the Charter adopted by the Board, available on the Company's website, at Terms of Reference

Key Terms of Reference of the Committee are:

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

◆ Quarterly ● Annually ▲ Periodically

Committee governance

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

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

During the financial year 2025-26, some of the matters were considered by passing resolution(s) by circulation. The minutes of each of the NRC meetings are placed at the next meeting of the Board. All the decisions and recommendations made by the Committee were approved by requisite majority of the members of the Committee.

Board Membership criteria

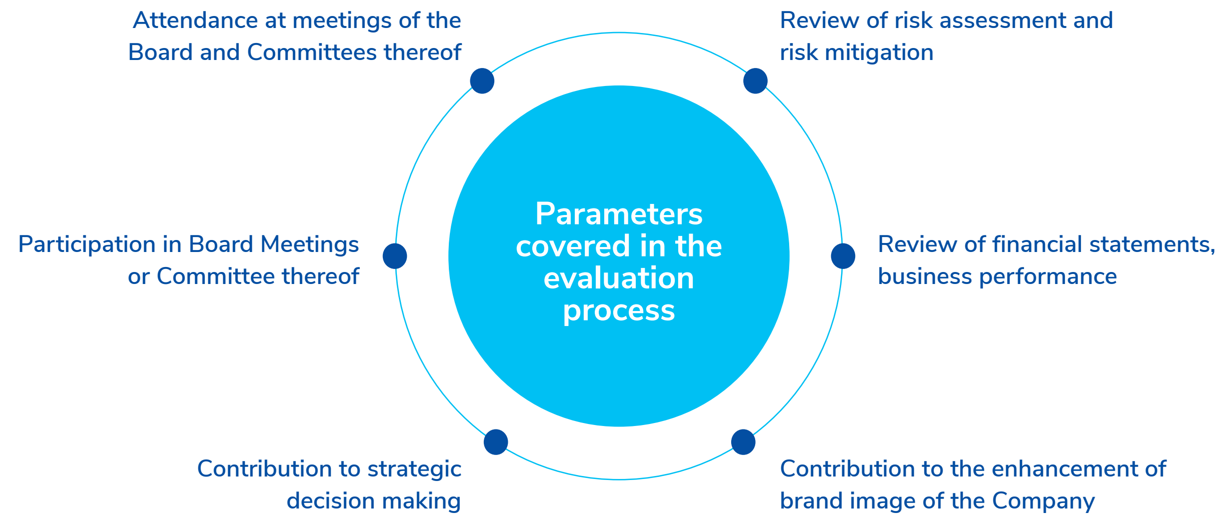
The NRC identifies and recommends to the Board, suitable candidates for the position of Director. The NRC considers attendance, participation, contribution and involvement of the Director in discharging their functions and in Company's strategic matters during the Board/ Committee meetings, while recommending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

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

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

Performance evaluation of Board Members

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 Company has carried out the annual performance evaluation of the Board, its Committees and individual Directors in accordance with the Policy and applicable regulatory requirements. While ensuring full compliance with the prescribed criteria, the Company has, as a matter of good governance, adopted a more comprehensive and structured evaluation approach, including multi-level assessment, use of quantitative scoring and benchmarking, and detailed qualitative feedback with a forward-looking strategic perspective. These practices demonstrate the Company's commitment to going beyond the requirements of the Policy and strengthening overall Board effectiveness and governance standards.

The evaluation parameters and the process have been explained in the "Policy For Evaluation of The Performance of The Board of Directors" available on our website Policy for Evaluation of The Performance of The Board of Directors

Remuneration of Directors

Remuneration of Directors is based on various factors such as the size, global presence, economic & financial position of the Company and their participation in the Board/Committee meetings. Basis these factors, remuneration payable to the Directors is recommended by the NRC to the Board. Remuneration of executive directors includes base salary and perquisite amount. Independent Directors are entitled to sitting fees, reimbursement of expenses incurred to participate in Board/Committee meetings and commission on profit.

Details of remuneration paid/payable to Directors for financial year 2025 -26, are as under:

Executive Directors

Name of the Director	Gross Salary	Perquisite amount	Total Gross salary
Mr. Manish Gupta	3,52,02,700	12,49,800	3,64,52,500
Dr. Sanjay Suresh Parikh	2,24,56,289	6,18,267	2,30,74,556

Non-Executive Directors

Name of the Director	Designation	Commission	Sitting Fees
Dr. Rajesh Bhaskaran Nair	Non- executive Director	Nil	Nil
Mr. Mark Francis Dzialga	Non- executive Nominee Director	Nil	Nil
Dr. Ashish Gupta	Non- executive Independent Director	1,00,00,000	3,50,000
Mr. Jairaj Manohar Purandare	Non- executive Independent Director	50,00,000	6,00,000
Mr. Pravin Udhyavara Bhadya Rao	Non- executive Independent Director	50,00,000	7,00,000
Mr. Krishnamurthy Venugopala Tenneti	Non- executive Independent Director	50,00,000	6,50,000
Dr. Georgia Nikolakopoulou Papathomas	Non- executive Independent Director	1,00,00,000	2,50,000
Mr. Neeraj Bharadwaj	Non- executive Independent Director	1,00,00,000	Nil
Ms. Jill Mary De Simone	Non- executive Independent Director	1,00,00,000	50,000

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

Risk Management Committee

Mr. Manish Gupta
Chairperson

Chairman of the Board, Executive Director and Chief Executive Officer

25%
of Independent Directors

4 out of 4 Members
have 100% attendance

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

As on 31 March 2026, the RMC comprises of one independent director, one non-executive director and two executive directors.

The Committee met two times during the year ended 31 March 2026. Details of RMC meetings along with presence of quorum are as under:

S. No	Date of meeting	Total no. of Directors in the RMC as on date of the meeting	Total no. of Directors present	Total no. of Independent Directors present	Presence of Quorum (Yes/No)
1.	26 August 2025	4	4	1	Yes
2.	4 March 2026	4	4	1	Yes

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

Name of the Director	Category	Position in the Committee	No. of meetings held in FY 2025-26 during the tenure of the Director	No. of meetings attended
Mr. Manish Gupta	Executive Director	Chairperson	2	2
Dr. Rajesh Bhaskaran Nair	Non-Executive Director	Member	2	2
Dr. Sanjay Suresh Parikh	Executive Director	Member	2	2
Mr. Pravin Udhyavara Bhadya Rao	Non-Executive Independent Director	Member	2	2

The Company has established a Sub Risk Committee, reporting to the Risk Management Committee, to further strengthen its risk governance framework and ensure effective operationalisation of Enterprise Risk Management ("ERM"). The Sub Risk 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.

Terms of reference

The detailed terms of reference /charter of the RMC form part of the Corporate Governance Policies which is available on the website of the Company at Terms of Reference

Key Terms of Reference of the Committee are:

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

◆ Quarterly ● Annually ▲ Periodically

Committee governance

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

Corporate Social Responsibility Committee

Mr. Manish Gupta
Chairperson

Chairman of the Board, Executive Director and Chief Executive Officer

25%
of Independent Directors

3 out of 4 Members
have 100% attendance

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

As on 31 March 2026, the CSR Committee comprises of one independent director, one non-executive director and two executive directors.

The Committee met one time during the year ended 31 March 2026. Details of CSR meeting along with presence of quorum is as under:

S. No	Date of meeting	Total no. of Directors in the CSR as on date of the meeting	Total no. of Directors present	Total no. of Independent Directors present	Presence of Quorum (Yes/No)
1.	19 January 2026	4	3	1	Yes

Details of attendance of the Directors at the meeting of CSR, is as under:

Name of the Director	Category	Position in the Committee	No. of meetings held in FY 2025-26 during the tenure of the Director	No. of meetings attended
Mr. Manish Gupta	Executive Director	Chairperson	1	1
Dr. Rajesh Bhaskaran Nair	Non-Executive Director	Member	1	1
Dr. Sanjay Suresh Parikh	Executive Director	Member	1	0
Mr. Pravin Udhyavara Bhadya Rao	Non-Executive Independent Director	Member	1	1

Terms of reference

The detailed terms of reference of the CSR Committee form part of the Corporate Governance Policies which is available on the website of the Company at CSR Policy

Key Terms of Reference of the Committee are:

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

◆ Quarterly ● Annually ▲ Periodically

Committee governance

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

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

Stakeholders Relationship Committee

Mr. Jairaj Manohar Purandare

Chairperson

Independent Director

33.33%

of Independent Directors

3 out of 3 Members

have 100% attendance

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

As on 31 March 2026, the SRC comprises of one independent director, one non-executive director and one executive director.

The Committee met one time during the year ended 31 March 2026. Details of SRC meeting along with presence of quorum is as under:

S. No	Date of meeting	Total no. of Directors in the SRC as on date of the meeting	Total no. of Directors present	Total no. of Independent Directors present	Presence of Quorum (Yes/No)
1.	03 March 2026	3	3	1	Yes

Details of attendance of the Directors at the meeting of SRC, is as under:

Name of the Director	Category	Position in the Committee	No. of meetings held in FY 2025-26 during the tenure of the Director	No. of meetings attended
Mr. Jairaj Manohar Purandare	Non-Executive Independent Director	Chairperson	1	1
Dr. Sanjay Suresh Parikh	Executive Director	Member	1	1
Dr. Rajesh Bhaskaran Nair	Non-Executive Director	Member	1	1

Terms of reference

The Committee is guided by the Charter adopted by the Board, available on the Company's website, at Terms of Reference

Key Terms of Reference of the Committee are:

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

◆ Quarterly ● Annually ▲ Periodically

Committee Governance

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

Details of Investors' Complaints

Ms. Srishti Ramesh Kaushik, is the Company Secretary and Compliance Officer, who is also responsible for ensuring expeditious resolution of Investors' complaints. During the financial year 2025-26, 10 complaints were received from the Investors. All complaints were redressed by 31 March 2026.

Investment Committee

Mr. Krishnamurthy Venugopala Tenneti

Chairperson

Independent Director

60%

of Independent Directors

5 out of 5 Members

have 100% attendance

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

As on 31 March 2026, the IC comprises of three independent directors and two non-executive directors.

The Committee met two times during the year ended 31 March 2026. Details of IC meetings along with presence of quorum are as under:

S. No	Date of meeting	Total no. of Directors in the IC as on date of the meeting	Total no. of Directors present	Total no. of Independent Directors present	Presence of Quorum (Yes/No)
1.	26 June 2025	5	5	3	Yes
2.	14 July 2025	5	5	3	Yes

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

Name of the Director	Category	Position in the Committee	No. of meetings held in FY 2025-26 during the tenure of the Director	No. of meetings attended
Mr. Krishnamurthy Venugopala Tenneti	Non-Executive Independent Director	Chairperson	2	2
Dr. Ashish Gupta	Non-Executive Independent Director	Member	2	2
Mr. Mark Francis Dzialga	Non-Executive Director	Member	2	2
Mr. Neeraj Bharadwaj	Non-Executive Independent Director	Member	2	2
Dr. Rajesh Bhaskaran Nair	Non-Executive Director	Member	2	2

Terms of reference

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

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

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

COMPANY POLICIES AND GOVERNANCE DISCLOSURES

PROHIBITION OF INSIDER TRADING

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

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

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

COMPANY LOCATIONS IN INDIA AND FOREIGN COUNTRY

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

DISCLOSURES

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

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

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

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

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

Whistleblower Policy

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

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

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

Particulars	Number of complaints
Number of complaints pending at the beginning of financial year 2025-26	0
Number of complaints filed during financial year 2025-26	1
Number of complaints disposed off during financial year 2025-26	1
Number of complaints pending as at end of financial year 2025-26	0

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

Policy for determining material subsidiaries

The Company has formulated a policy for determining material subsidiaries in terms of Regulation 16 of the Listing Regulations. This Policy is hosted on the Company's website: Policy for Determining Material Subsidiaries

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

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

During financial year 2025-26, Indegene, Inc. was identified as the Company's material subsidiary.

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

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

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

During financial year 2025-26, no loan or advance was given to any firm/company in which Directors are interested.

Code of Conduct

The Company has framed a Code of Conduct for the Board members and Senior Management which is hosted on the Company's website: Code of Conduct for Directors and Senior Management Personnel. All Directors and Senior Management Personnel have affirmed compliance with the above Code for the financial year ended 31 March 2026. A declaration signed by CEO affirming compliance with the Code is annexed as **Annexure – 1** to this Report.

Other Disclosures

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

CREDIT RATING

The Company has neither issued any debt instruments nor undertaken any fixed deposit program or any scheme or proposal involving mobilization of funds, whether in India or abroad. Hence, credit rating is not applicable for the financial year 2025-26.

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

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

- The Chairman of the Board is an Executive Director of the Company.
- The Internal Auditor reports to the Audit Committee.
- The financial statements of the Company are with unmodified audit opinion.
- The Company has managed the Foreign Exchange risk with appropriate hedging activities in accordance with the policies of the Company. The Company used Forward Exchange Contracts to hedge against its Foreign Currency exposures relating to firm commitments. There were no materially uncovered exchange rate risks in the context of the Company's Foreign Exchange exposures.
- The Company has followed all relevant Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015 while preparing Financial Statements for the year 2025-26.
- Particulars of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting have been provided in the Notice of the Annual General Meeting.
- Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, is given below
  - Payment to Statutory Auditor: ₹16.5mn
- The Company being a user of no commodities there is no exposure to commodity price risk.

DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES

During the financial year 2024-25, the Company had disclosed certain agreements pursuant to the applicable provisions of the Listing Regulations.

In accordance with the terms of such agreements, the same stood automatically terminated upon the commencement of listing and trading of the equity shares of the Company pursuant to its Initial Public Offering.

Accordingly, there are no subsisting agreements as on date that require disclosure under the aforesaid provisions.

Other subsisting material agreements

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

AFFIRMATIONS, COMPLIANCE AND CERTIFICATIONS

CEO & CFO Certificate

In accordance with the provisions of Regulation 17(8) of the Listing Regulations, certificate of CEO and CFO in relation to the financial statements for the year ended 31 March 2026, is annexed as **Annexure – 2** to this Report.

Practicing Company Secretary's certificate on non-disqualification of Directors

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

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

During financial year 2025-26, recommendations made by the Board Committees to the Board of Directors, were accepted by the Board after due deliberations.

Certificate of compliance by Secretarial Auditor

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

SHAREHOLDER INFORMATION AND INVESTOR INTERFACE

General Body Meetings

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

Details of AGM

Financial Year	Venue of AGM	Date and Time	Special Resolution(s)
2022-23 25th AGM	Held through video conferencing / other audiovisual means in terms of MCA Circulars	07 July 2023 at 1630 hrs	i) To terminate The Employee Stock Option Plan, 2007
			ii) To terminate The Employee Restricted Stock Unit Plan, 2015
2023-24 26th AGM	Held through video conferencing / other audiovisual means in terms of MCA Circulars	06 September 2024 at 1630 hrs	i) To ratify the Indegene Limited Employee Stock Option Plan 2020 ("ESOP 2020"/"Plan") including The Indegene Limited Company Share Option CSOP 2022 ("CSOP Sub-Plan") for Indegene Limited.
			ii) To ratify the Indegene Limited Employee Stock Option Plan 2020 ("ESOP 2020"/"Plan") including the Indegene Limited Company Share Option CSOP 2022 ("CSOP Sub-Plan") for the subsidiaries of Indegene Limited
			iii) To ratify the Indegene Employee Restricted Stock Unit Plan 2020 ("RSU 2020"/"Plan") for Indegene Limited.
			iv) To ratify the Indegene Employee Restricted Stock Unit Plan 2020 ("RSU 2020"/"Plan") for the subsidiaries of Indegene Limited
			v) Appointment of Mr. Krishnamurthy Venugopala Tenneti as an Independent Director
			vi) Granting nomination rights to specific shareholders
2024-25 27th AGM	Held through video conferencing / other audiovisual means in terms of MCA Circulars	26 June 2025 at 1630 hrs	i) Appointment of Madhwesh Prathap and Associates, as Secretarial Auditors of the Company
			ii) Approval of Continuation of Directorship of Dr. Georgia Nikolakopoulou Papathomas (DIN: 09734940), Independent Director in terms of Regulation 17(1a) of The Securities and Exchange Board Of India (Listing Obligations And Disclosure Requirements), Regulations, 2015
			iii) Re-Appointment of Dr. Georgia Nikolakopoulou Papathomas (DIN: 09734940) as an Independent Director

Details of EGM

Financial Year	Venue of AGM	Date and Time	Special Resolution(s)
2022-23	Held through video conferencing / other audiovisual means in terms of MCA Circulars	**01 July 2022 at 1730 hours**	i) To approve reclassification of authorised share capital of the Company and consequential amendment to clause V of the Memorandum of Association of Company
			ii) To approve issue of bonus shares
			iii) To appoint Mr. Jairaj Manohar Purandare as an Independent Director
			iv) To appoint Dr. Ashish Gupta as an Independent Director
			v) To appoint Mr. Pravin Udhyavara Bhadya Rao as an Independent Director
	Held through video conferencing / other audiovisual means in terms of MCA Circulars	**07 November 2022 at 1730 hours**	i) To appoint Dr. Georgia Nikolakopoulou Papathomas as an Independent Director
			ii) To convert from private limited company to public limited company and consequential amendment of clause I of Memorandum of Association of the Company.
			iii) To approve reclassification of authorised share capital of the Company and consequential amendment to Clause V of the Memorandum of Association of Company
			iv) To adopt new Articles of Association
			v) Increase in investment limits for Non-Resident Indians and Overseas Citizens of India

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

Approval by Members through Postal Ballot

During the year under review, in compliance with the applicable provisions of the Act, Listing Regulations and relevant circulars issued by the Ministry of Corporate Affairs, three postal ballots were conducted, details whereof are as under -

Postal Ballot – April 2025

Date of Postal Ballot Notice: 13 March 2025

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

Date of Approval: 17 April 2025

Date of Declaration of Result: 18 April 2025

S. No.	Particulars of the Resolution	Total number of votes cast	No. of votes cast as assent	% of votes cast as assent	No. of votes cast as dissent	% of votes cast as dissent	No. of votes considered Invalid
1	Re-appointment of Mr. Jairaj Manohar Purandare (DIN: 00159886) as Independent Director and increase in Commission payable to the Director	20,53,72,720	20,33,76,254	99.03	19,96,466	0.97	Nil
2	Re-appointment of Dr. Ashish Gupta (DIN: 00521511) as Independent Director and increase in Commission payable to the Director	20,53,72,650	19,85,98,274	96.70	67,74,376	3.30	Nil
3	Re-appointment of Pravin Udhyavara Bhadya Rao (DIN: 06782450) as Independent Director and increase in Commission payable to the Director	20,53,72,650	20,49,19,807	99.78	4,52,843	0.22	Nil
4	Increase in Commission payable to Mr. Krishnamurthy Venugopala Tenneti (DIN: 01338477), Independent Director	20,53,72,584	20,37,23,560	99.20	16,49,024	0.80	Nil

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

Postal Ballot – August 2025

Date of Postal Ballot Notice: 11 July 2025

Voting Period: Monday, 14 July 2025, at 9:00 a.m. (IST) until Tuesday, 12 August 2025, at 5:00 p.m. (IST)

Date of Approval: 12 August 2025

Date of Declaration of Result: 12 August 2025

S. No.	Particulars of the Resolution	Total number of votes cast	No. of votes cast as assent	% of votes cast as assent	No. of votes cast as dissent	% of votes cast as dissent	No. of votes considered Invalid	% of votes considered Invalid
1	Approval of Variation in Utilization of Initial Public Offering ("IPO") Proceeds	9,24,87,493	8,99,95,951	97.3061%	6,817	0.0074%	24,84,725	2.6866%

The results of the above Postal Ballot activity were submitted to the Stock Exchanges on August 13, 2025 upon receipt of the report of Mr. Madhwesh K (Membership No. A21477, CP No. 10897), Practicing Company Secretary, the Scrutinizer appointed for the above purpose.

Postal Ballot – January 2026
Date of Postal Ballot Notice: 22 December 2025
Voting Period: Thursday, 25 December 2025, at 9:00 a.m. (IST) until Friday, 23 January 2026, at 5:00 p.m. (IST)
Date of Approval: 23 January 2026
Date of Declaration of Result: 23 January 2026

S. No.	Particulars of the Resolution	Total number of votes cast	No. of votes cast as assent	% of votes cast as assent	No. of votes cast as dissent	% of votes cast as dissent	No. of votes considered Invalid	% of votes considered Invalid
1	Appointment of Mr. Neeraj Bharadwaj (DIN: 01314963) as an Independent Director	18,65,38,018	18,44,82,688	98.8982%	5,47,153	0.2933%	15,08,177	0.8085%

The results of the above Postal Ballot activity were submitted to the Stock Exchanges on January 23 2026 upon receipt of the report of Mr. Madhwesh K (Membership No. A21477, CP No. 10897), Practicing Company Secretary, the Scrutinizer appointed for the above purpose.

Means of Communication

Effective communication of information is an essential component of Corporate Governance. It is a process of sharing information, ideas, thoughts, opinions and plans with all stakeholders which promotes management-shareholder relations. The Company regularly interacts with Shareholders through multiple channels of communication such as:

Results Announcements	The quarterly, half-yearly and annual financial results (both standalone and consolidated) are submitted to the stock exchanges on their respective web portals i.e. NSE Electronic Application Processing System ("NEAPS") and BSE Listing Center within the prescribed timelines. These results are also published in the newspapers, which include The Financial Express and Vishwavani, local newspaper. Simultaneously, the results are also hosted on the Company's website: Investor Relations
Annual Report	Annual Report containing, inter alia, the Report of Board of Directors, Corporate Governance Report, Additional Shareholder's Information, the Business Responsibility and Sustainability Report, Management's Discussion and Analysis ("MD&A"), audited Standalone and Consolidated Financial Statements together with Auditor's Report and other important information are circulated to the Shareholders. The Annual Report is also available on the website of the Company in a downloadable form.
Annual General Meeting	At the AGM, the Shareholders also interact with the Board and the Management.
Stock Exchanges	All relevant information and matters that are material to Shareholders are disclosed to the respective Stock Exchanges where the securities of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited. The Quarterly Results, quarterly reporting required under Listing Regulations and all other corporate communications to the Stock Exchanges are filed through BSE Listing Centre and NEAPS for dissemination on their respective websites. The stock exchange filings are also made available on the website of the Company at Investor Relations
Press Releases	Official Press/ news release by the Company is filed with the stock exchanges and also hosted on the Company's website: Investor Relations
Analysts Presentation/ Investor Call	The schedule of analyst/institutional investors' meetings and presentations made, if any, in these meetings/events are filed with the stock exchanges and hosted on the Company's website: Investor Relations
Company's Website	The 'Investors' section of Company's website hosts shareholder's related information. Besides the mandatory documents required to be uploaded on the Company's website under the Listing Regulations, details of earnings call, presentations, press releases, factsheets and quarterly reports are also hosted on the website: Investor Relations

Designated Email Ids	**For grievance redressal and other relevant details** Srishti Ramesh Kaushik Company Secretary & Compliance Officer investor.grievance@indegene.com **For the purpose of determination of materiality of events or information, contact details of KMP** Srishti Ramesh Kaushik Company Secretary & Compliance Officer compliance.officer@indegene.com	**For queries related to shares/dividends** Srishti Ramesh Kaushik Company Secretary & Compliance Officer compliance.officer@indegene.com **For Investor matters** Abhishek Agarwal Head – Investor Relations IR@Indegene.com
SEBI and Stock Exchanges' Investor Grievance Redressal System	SCORES platform of SEBI, 'Investor Complaints' sections of BSE and NSE websites facilitate investors to file complaints online and get end-to-end status update of their grievances. The Company endeavours to redress the grievances of the Investors as soon as it receives the same from the respective forums.	
Disclosure of Material Events	The Company has adopted a Policy on Determination of Materiality of events as required under Listing Regulations.	

Corporate Identity Number (CIN)

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

GENERAL SHAREHOLDERS' INFORMATION

28th Annual General Meeting

Day and Date	Time	Venue
Thursday, 13 August 2026	1630 hours	In compliance with General Circular No. 09/2024 dated 19 September 2024, issued by the Ministry of Corporate Affairs and SEBI vide its Circular No. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated 3 October 2024, AGM will be conducted through Video Conference ("VC")/Other Audio Visual Means ("OAVM"). Accordingly, there is no requirement to have a venue for the AGM. For the purpose of compliance of Section 96 of the Act, the registered office of the Company i.e., Aspen Block G4, 3rd Floor Manyata Embassy Business Park, Outer Ring Road, Nagawara, Bengaluru - 560 045 shall be deemed to be the venue of the AGM.

Financial year of the Company

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

Final Dividend

The Board of Directors have recommended final dividend of ₹ 2.25/- per equity share of face value of ₹ 2/- each, for approval of members at the 28th AGM. The final dividend, if approved by the members, would be paid within 30 days from the date of the 28th AGM.

The Company shall deduct tax at source ("TDS") at the rates prescribed under the Income Tax Act, 2025, from the dividend to be paid to the members. For more details, refer to the 'TDS Instructions on Dividend Distribution' which forms part of the Notice convening the 28th AGM.

Listing of Equity Shares on Stock Exchanges & ISIN

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

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

The ISIN of the Company is INE065X01017.

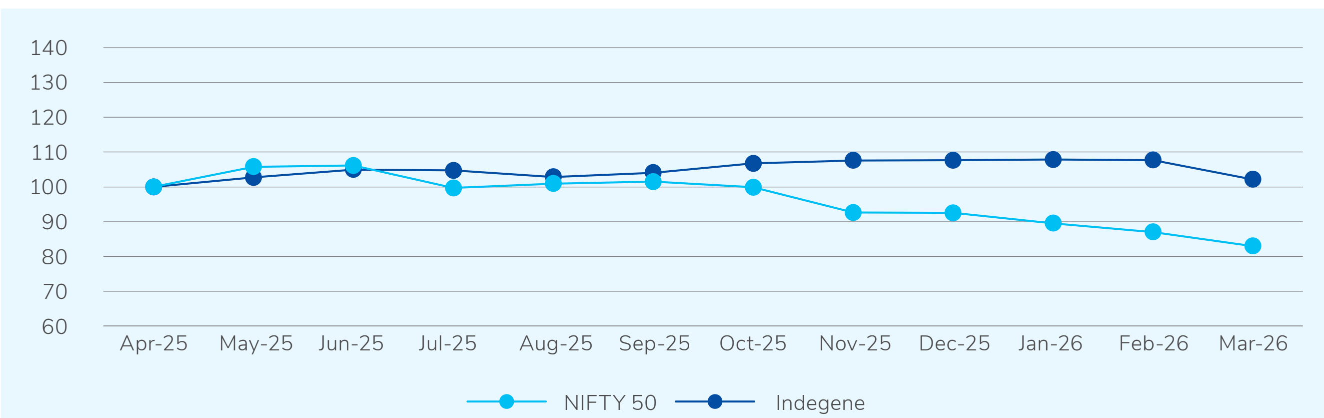
Stock Market Data for financial year 2025-26

The monthly high and low prices and volumes of shares of the Company at BSE and NSE for the year ended 31 March 2026 are as under:

S.No	NSE			BSE			Total Volume
	High	Low	Volume(A)	High	Low	Volume(B)	(A+B)
April 2025	587.95	505.00	49,99,821	589.9	485.15	3,18,007	53,17,828.00
May 2025	622.00	529.00	46,99,183	621	529.2	2,15,716	49,14,899.00
June 2025	623.90	564.30	6,24,18,593	632.1	564.05	60,91,695	6,85,10,288.00
July 2025	586.00	534.20	87,78,183	586.5	534.15	3,95,922	91,74,105.00
Aug 2025	593.40	539.75	1,29,71,119	593	539.75	6,19,234	1,35,90,353.00
Sept 2025	596.80	536.00	76,61,604	596.5	535.75	4,42,332	81,03,936.00
Oct 2025	587.30	531.00	84,90,493	587.9	531.2	3,00,567	87,91,060.00
Nov 2025	544.75	502.80	47,21,540	543.65	503	3,03,755	50,25,295.00
Dec 2025	544.00	513.85	45,48,775	548	514	1,98,269	47,47,044.00
Jan 2026	526.60	455.60	44,59,990	526.35	455.8	2,03,741	46,63,731.00
Feb 2026	511.75	460.50	92,15,426	511	461	8,62,498	1,00,77,924.00
Mar 2026	488.00	414.00	85,89,577	488.15	414.9	37,69,492	1,23,59,069.00

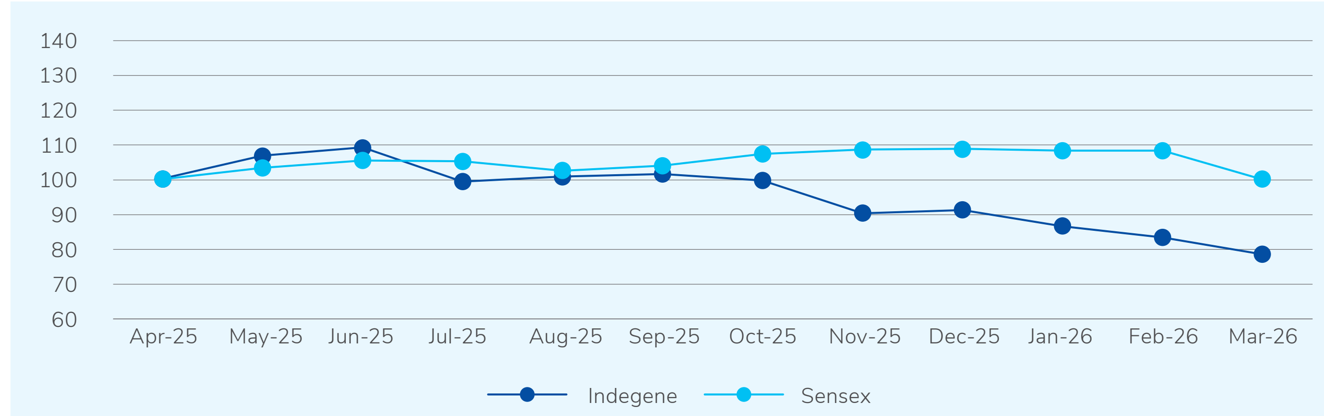
Comparison of performance of Indegene's share vis-à-vis NIFTY 50 and BSE SENSEX

Indegene Share Price versus the NSE Nifty 50 index



Note: Indegene share price and NIFTY 50 values as on 01 April 2025 have been baselined to 100.

Indegene Share Price versus the BSE Sensex



Note: Indegene share price and Sensex values as on 01 April 2025 have been baselined to 100.

Distribution of Shareholding as on 31 March 2026

No. of Equity Shares held	No. of Shareholders	Shareholders (%)	No. of shares	Shares (%)
Upto 500	1,36,481	94.7962	88,83,202	3.6875
501-1000	3,864	2.6838	28,94,804	1.2017
1001-2000	1,879	1.3051	27,40,661	1.1377
2001-3000	608	0.4223	15,39,683	0.6391
3001-4000	271	0.1882	9,53,987	0.3960
4001-5000	185	0.1285	8,59,029	0.3566
5001-10000	285	0.198	20,74,236	0.8610
10001 & Above	400	0.2778	22,09,55,752	91.7204
Total	**1,43,973**	**100**	**24,09,01,354**	**100**

Categories of Shareholders as on 31 March 2026

Category	No. of equity shares held	% of shareholding
Body Corporate - Promoter Company	Nil	NA
Clearing Members	67,000	0.0278
Other Bodies Corporate	1,41,38,521	5.869
Foreign Company	8,09,87,024	33.6183
Hindu Undivided Family	9,36,271	0.3887
Mutual Funds	1,13,18,585	4.6984
Foreign Nationals	11,80,719	0.4901
Non-Resident Indians	30,83,546	1.28
Non-Resident (Non Repatriable)	80,73,240	3.3513
Public	3,02,65,293	12.5634
Trusts	3,73,863	0.1552
Independent Director	2,13,334	0.0886
Insurance Companies	29,817	0.0124

Category	No. of equity shares held	% of shareholding
Body Corporate - Ltd Liability Partnership	52,61,998	2.1843
FPI (Corporate) - I	2,43,44,853	10.1057
NBFCs registered with RBI	10,000	0.0042
Alternate Investment Funds - II	8,08,386	0.3356
Alternate Investment Funds - III	78,22,537	3.2472
Directors and their relatives (excluding Independent Directors and Nominee Directors)	5,06,83,784	21.0392
Key Managerial Personnel	9,17,799	0.381
FPI (Corporate) - II	3,84,784	0.1597
Total	**24,09,01,354**	**100%**

Details of equity shares held by Directors as on 31 March 2026 are as under:

Name of the Director	No. of Equity Shares held
Mr. Manish Gupta	2,14,74,076
Dr. Rajesh Bhaskaran Nair	1,72,01,536
Dr. Sanjay Suresh Parikh	1,20,08,172
Dr. Ashish Gupta	1,85,724
Mr. Jairaj Manohar Purandare	27,610

Dematerialization of shares & liquidity

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

As on 31 March 2026, 99.75% of the Company's paid-up capital was held in dematerialized form.

Particulars of number of shares held in dematerialized and physical form, are as under:

Particulars	Number of shares	% of paid-up capital
Held in dematerialized form in NSDL	13,08,45,568	54.31
Held in dematerialized form in CDSL	10,94,57,338	45.44
Held in physical form	5,98,448	0.25
Total	**24,09,01,354**	**100**

Note: 93,390 Shares were allotted on 18 March 2026. However, as on 31 March 2026 listing approval was pending. Hence, shares allotted through ESOP are reflected in physical mode (i.e., 93,390 shares) actual physical shares are only 5,05,058 shares as on 31 March 2026.

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

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

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

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

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

Share Transfer System

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

Address for Correspondence Registrar and Share Transfer Agent

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

Registered office:

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

Company Secretary and Compliance Officer of the Company

Ms. Srishti Ramesh Kaushik
ICSI Membership Number: A21609
Indegene Limited
Aspen Block G4, 3rd Floor
Manyata Embassy Business Park
Outer Ring Road, Nagawara
Bengaluru - 560 045
Tel: +91 80 4674 4567/ +91 80 4644 7777
E-mail: compliance.officer@indegene.com
Website: www.indegene.com

ANNEXURE – 1

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

I hereby confirm that all Directors and Senior Management Personnel of the Company have affirmed adherence to the "Code of Conduct for Board members and Senior Management" during the financial year ended on 31 March 2026.

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

Place: Bangalore
Date: 29 April 2026

ANNEXURE – 2

Chief Executive Officer ("CEO")and Chief Financial Officer ("CFO") Certification pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors
Indegene Limited

We, the undersigned, in our respective capacities as the Chief Executive Officer and Chief Financial Officer of Indegene Limited ("the Company"), to the best of our knowledge and belief, certify that:

a. We have reviewed the financial statements and the cash flow statement for the financial year ended 31 March 2026 and to the best of our knowledge and belief, we state that:

   (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies, if any, in the design or operation of such internal controls of which we are aware of and the steps have been taken / proposed to be taken for rectifying these deficiencies.

d. We have indicated to the Auditors and the Audit committee

   (i) there were no significant changes in internal control over financial reporting during the aforesaid period;

   (ii) there were no significant changes in accounting policies during the aforesaid period; and

   (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

For Indegene Limited

	Sd/-	Sd/-
	Manish Gupta	**Suhas Prabhu**
Place: Bangalore	Chairman, Executive Director & Chief Executive Officer	Chief Financial Officer
Date: 29 April 2026	(DIN 00219273)	

ANNEXURE – 3

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)]

To,
The Members,
Indegene Limited,
Bangalore

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

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

i. Documents available on the website of the Ministry of Corporate Affairs;

ii. Verification of Directors Identification Number (DIN) status on the website of the Ministry of Corporate Affairs;

iii. Disclosures provided by the Directors (as enlisted in Table A) to the Company; and

iv. Debarment list of the Bombay Stock Exchange and the National Stock Exchange,

we hereby certify that none of the Directors on the Board of the Company (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority as on 31 March 2026.

Table A:

S.No	Name of the Director	DIN	Designation	Date of appointment in the company
1.	Dr. Rajesh Bhaskaran Nair	00219269	Non- executive Director	16 October 1998
2.	Mr. Manish Gupta	00219273	Executive Director, Chairman of the Board and CEO	11 February 2000
3.	Dr. Sanjay Suresh Parikh	00219278	Executive Director	29 January 2002
4.	Mr. Mark Francis Dzialga	00955485	Non- executive Nominee Director	16 April 2021
5.	Dr. Ashish Gupta	00521511	Non- executive Independent Director	28 April 2022
6.	Mr. Jairaj Manohar Purandare	00159886	Non- executive Independent Director	28 April 2022
7.	Mr. Pravin Udhyavara Bhadya Rao	06782450	Non- executive Independent Director	8 June 2022
8.	Mr. Krishnamurthy Venugopala Tenneti	01338477	Non- executive Independent Director	22 July 2008
9.	Dr. Georgia Nikolakopoulou Papathomas	09734940	Non- executive Independent Director	30 September 2022
10.	Mr. Neeraj Bharadwaj*	01314963	Non- executive Independent Director	23 January 2026
11.	Ms. Jill Mary De Simone**	11483134	Non- executive Independent Director	22 January 2026

* Mr. Neeraj Bharadwaj served as a Nominee Director representing CA Dawn Investments on the Board. He resigned on 22-07-2026 pursuant to the exit of CA Dawn Investments, the entity he represented. Subsequently, he was appointed as an Independent Director on 23-01-2026 pursuant to the recommendation of the Nomination and Remuneration Committee, Board approval, and shareholder approval via postal ballot.

** Ms. Jill Mary De Simone was appointed by the Board of Directors on 22-01-2026 as an Additional Director in an independent capacity. Her appointment will be regularized pursuant to shareholder approval at the upcoming Annual General Meeting as per Notice of the ensuing AGM.

Sd/-
Madhwesh K
Practicing Company Secretary
Membership No. A21477
COP. NO. 10897
UDIN: A021477H000725312

Date: 01-07-2026
Place: Bangalore

ANNEXURE – 4

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS

To
The Members
Indegene Limited
Bangalore

1. I, Madhwesh K, Practicing Company Secretary, have examined the compliance of conditions of Corporate Governance by the Company, for the financial year ended on 31 March 2026, as stipulated in regulations 17 to 27, clauses (b) to (i) and (t) of regulation 46(2) and paras C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

Managements' Responsibility

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

Practicing Company Secretary's Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

5. We conducted our examination in accordance with the applicable laws

6. We have complied with the relevant applicable requirements of the guidelines by ICSI.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) and (t) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations during the year ended 31 March 2026.

8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on use

9. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

Sd/-
Madhwesh K
Practicing Company Secretary
Membership No. A21477
COP. NO. 10897
UDIN: A021477H000725312

Date: 01-07-2026
Place: Bangalore