



INDEGENE LIMITED

CIN: L73100KA1998PLC102040

Registered Office: Aspen G4, 3rd Floor, Manyata Embassy Business Park Outer Ring Road, Nagavara, Bengaluru – 560045

Phone: +91 80 4674 4567/ +91 80 4644 7777; **Email:** compliance.officer@indegene.com
Website: www.indegene.com

Postal Ballot Notice

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

VOTING STARTS ON	VOTING ENDS ON
Thursday, December 25, 2025, at 9.00 a.m. (IST)	Friday, January 23, 2026 at 5.00 p.m. (IST)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“**the Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (“**the Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), read with General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 03/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023 and 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs, Government of India (“**the MCA Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the Special Business as set out hereunder by passing Special Resolution by way of postal ballot, only by voting through electronic means (“**remote e-voting**”).

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with Indegene Limited (“**the Company**”)/ MUFG Intime India Private Limited (formally known as Link Intime India Private Limited), the Company’s Registrars and Transfer Agent (“**RTA**”) / National Securities Depository Limited (“**NSDL**”) and/or Central Depository Services (India) Limited (“**CDSL**”), (NSDL and CDSL collectively “**Depositories**”). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through remote e-voting.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting. The Notice is also available on the website of the Company at <https://www.indegene.com>

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Friday, January 23, 2026. The remote e-voting facility will be disabled by NSDL immediately thereafter.

Special Business:

Item no. 1 – Appointment of Mr. Neeraj Bharadwaj (DIN: 01314963) as an Independent Director

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force) and all other rules, regulations and guidelines framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee ("Committee") and board of directors ("Board"), Neeraj Bharadwaj (DIN: 01314963), who possesses relevant expertise and experience and is not being disqualified under Section 164 of the Companies Act (including the rules framed thereunder) and who has provided his consent to act as an independent director of the Company, and who meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, the members be and hereby approve the appointment of Mr. Neeraj Bharadwaj as an Independent Director of the Company for a period of 5 (five) years effective from January 23, 2026 till January 22, 2031, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and 198 read with Schedule V as applicable and all other provisions, if any, of the Act and the rules made thereunder along with Regulation 17 and other applicable provisions, if any, the LODR Regulations (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) as applicable, and any other applicable laws, rules and regulations and pursuant to recommendation by the Committee and the Board, the consent of the members be and is hereby accorded for payment of commission and sitting fees to Mr. Neeraj Bharadwaj, as the Board may approve from time to time subject to overall limits prescribed from time to time in terms of the appointment letter and as may be determined by the Board for his appointment as an independent director of the Company.

RESOLVED FURTHER THAT pursuant to the recommendation of the Committee and the Board, approval of the members be and is hereby accorded to increase the commission payable to Mr. Neeraj Bharadwaj by Rs. 2,00,000/- every year during his term and the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) may alter and vary the terms and conditions of the commission and sitting fess in such manner as may be agreed to between the Board and Mr. Neeraj Bharadwaj within the approved limits.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Registered Office:

Aspen G4, Manyata Embassy Business Park, Outer Ring Road, Nagavara, Bengaluru -560045

CIN: L73100KA1998PLC102040

Email: compliance.officer@indegene.com

By order of the Board of Directors
for Indegene Limited

Sd/-

Srishti Ramesh Kaushik
Company Secretary and Compliance Officer

Place: Bengaluru

Date: December 22, 2025

Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the LODR Regulations and SS-2, each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms an integral part of this Notice.
2. This Postal Ballot Notice is being sent ONLY to those members whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories/ MUFG Intime India Private Limited, the Company's Registrars and Transfer Agent ('RTA'), and whose email address is registered with the Company/RTA/Depositories/Depository Participants, as on **December 12, 2025** ("the Cut-off Date").
3. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
4. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **December 12, 2025**, being the Cut-off Date fixed for the purpose.

5. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., **January 23, 2026**. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
6. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within two working days from the conclusion of e-voting i.e. on or before **Wednesday, January 28, 2026** and will also be displayed on the Company website <https://www.indegene.com/> on the website of NSDL www.evoting.nsdl.com and communicated to the Stock Exchanges and Registrar and Share Transfer Agent (RTA).
7. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. **January 23, 2026**. Members may send their requests to compliance.officer@indegene.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
8. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).
9. Those Members who have already registered their email addresses are requested to keep the same validated with their DPs/Depositories/RTA to enable serving of notices/documents/Annual Reports and other communications electronically to their email address in future.
10. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

11. The instructions for Equity Shareholders for remote e-voting are as under:

The way to vote electronically on NSDL e-voting system consists of 'Two Steps', which are mentioned below:

Step 1: Access to the NSDL e-voting system

A. Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode

In terms of the Securities and Exchange Board of India ('SEBI') circular dated December 9, 2020, on 'e-voting facility provided by Listed Companies', individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Members holding securities in demat mode with NSDL.	<p>1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein</p>

you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. If you are not registered for **IDeAS** e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Members holding securities in demat mode with CDSL	<p>a) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cDSLindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>b) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>c) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cDSLindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>d) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cDSLindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Members (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 – 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login Method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and members holding securities in physical mode

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 137971 then user ID is 137971001***

5. Password details for members other than Individual members are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio

number for shares held in physical form. The pdf file contains your ‘User ID’ and your ‘initial password’.

- ii) If your email ID is not registered, please follow steps mentioned below in ‘**Process for those members whose email IDs are not registered**’.
6. If you are unable to retrieve or have not received the ‘initial password’ or have forgotten your password:
 - a) Click on ‘**Forgot User Details/Password?**’ (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) ‘**Physical User Reset Password?**’ (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
 - d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to ‘Terms and Conditions’ by selecting on the check box.
8. Now, you will have to click on ‘Login’ button.
9. After you click on the ‘Login’ button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

1. After successful login at Step 1, you will be able to see all the companies ‘EVEN’ in which you are holding shares and whose voting cycle is in active status.
2. Select ‘EVEN’ of company i.e.137971, for casting your vote during the remote e-voting period.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on ‘Submit’ and also ‘Confirm’ when prompted.
5. Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those Members whose email addresses are not registered with the Depositories for procuring User ID and Password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar card by email to evoting@nsdl.com.
2. In case shares are held in demat mode, please provide DP ID and Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card to evoting@nsdl.com. If you are an Individual members holding securities in demat mode, you are requested to refer to the login method explained at **Step 1(A) i.e. Login method for e-voting and joining virtual meeting for Individual members holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email address correctly in their demat account in order to access e-voting facility.

General Guidelines for shareholders

1. Institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter, etc. with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to madhweshp@acms.pro with a copy marked to evoting@nsdl.com. Institutional members (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on 'Upload Board Resolution / Authority Letter' displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the download section of www.evoting.nsdl.com or call on: 022-4886 7000 or send a request to Mr. Falguni Chakraborty, Deputy Manager, NSDL at evoting@nsdl.com.
4. The Board of Directors have appointed Mr. Madhwesh K, Practicing Company Secretary, (Membership No. ACS 21477) (CP No. 10897), as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
5. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, and the results will be announced within two working days from the conclusion of e-voting i.e. on



or before **Wednesday, January 28, 2026**. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

6. The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website at <https://www.indegene.com/> and on the website of NSDL www.evoting.nsdl.com and the same shall be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. on Friday, January 23, 2026.

Registered Office:

Aspen G4, Manyata Embassy Business Park,
Outer Ring Road, Nagavara, Bengaluru -560045

CIN: L73100KA1998PLC102040

Email: compliance.officer@indegene.com

By order of the Board of Directors

for Indegene Limited

Sd/-

Srishti Ramesh Kaushik

Company Secretary and Compliance Officer

Place: Bengaluru

Date: December 22, 2025

EXPLANATORY STATEMENT

Statement Pursuant to Section 102 (1) and 110 of the Companies Act, 2013 ("Act")

The following explanatory statement sets out material facts relating to the proposed resolutions mentioned in the accompanying Notice

Item 1

The Board recommends passing of the Resolution in Item No. 1 of the Notice as a special resolution.

The Company proposes to appoint Mr. Neeraj Bharadwaj (DIN: 01314963) ("Mr. Bharadwaj") as an Independent Director of the Company for a term of five (5) consecutive years, with effect from January 23, 2026 till January 22, 2031 (both days inclusive) subject to the approval of the shareholders through a special resolution.

Mr. Bharadwaj was earlier associated with the Company as a non-executive nominee director on the Board, nominated by CA Dawn Investments. CA Dawn Investments exited as an investor of the Company on June 4, 2025 and Mr. Bharadwaj resigned from the Board on 22 July 2025. Considering his extensive industry experience, strong governance background, and valuable contribution during his previous tenure, the Company now proposes to induct him as an Independent Director, in compliance with the provisions of Section 149(4) & 149(6) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations").

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation in terms of Regulation 25(8) of the LODR Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company; and
- (vi) Mr. Bharadwaj has also confirmed that he is in compliance with Rule 6(1) and 6(2) of the Appointment Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has also received a notice in writing by a member proposing his candidature under Section 160(1) of the Act.

In the considered opinion of the Board, Mr. Bharadwaj fulfils the conditions specified in the Act, and relevant rules made thereunder and LODR Regulations for his appointment as an independent director of the Company and he is independent of the Management of the Company. Additionally, the Board observed that the distinguished background and expertise of Mr. Bharadwaj are congruent with the roles



and competencies identified by the Committee, thereby confirming his eligibility for appointment as Independent Director.

A copy of the draft letter for the appointment of Mr. Bharadwaj as an Independent Director setting out the terms and conditions is available on the website of the Company at <https://www.indegene.com/>.

The resolution seeks the approval of members for the appointment of Mr. Bharadwaj as an Independent Director of the Company from January 23, 2026 to January 22, 2031 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

Pursuant to the provisions of Section 197 of the Act, the Company will be paying commission and sitting fees to Mr. Neeraj Bharadwaj as the Board may approve from time to time subject to overall limits prescribed from time to time in terms of the appointment letter and as may be determined by the Board for his appointment as an independent director of the Company. .

The other details of Mr. Bharadwaj in terms of Regulation 36(3) of the LODR Regulations and Secretarial Standard-2 are given in Annexure I to this Notice.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Bharadwaj and his relatives to the extent of their shareholding, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution.

The Board recommends the resolution set forth in item no. 1 for the approval of members.

Additional information on directors recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards issued by ICSI:



He holds a bachelor of science degree in economics from the University of Pennsylvania and a master's degree in business administration from the Harvard University. He has several years of experience in private equity.

Age: 57 years

DIN: 01314963

Qualifications: He holds a Bachelor of Science degree in Economics with a specialization in Finance from the University of Pennsylvania, Philadelphia, Pennsylvania. He further completed his Master of Business Administration (MBA) with a specialization in Management from Harvard University, Cambridge, Massachusetts.

Experience / Nature of expertise in specific functional areas: Mr. Bharadwaj has extensive experience in private equity, investment management, and strategic leadership. He has led and managed large-scale investments across sectors. He brings strong expertise in finance, business strategy, and corporate governance, supported by his academic background from the University of Pennsylvania and Harvard University. He has also held several prestigious leadership and advisory roles across global and national institutions, reflecting his deep knowledge in board leadership, policy engagement, and organizational development.

Skills and capabilities required for the role and the manner in which Mr. Bharadwaj meets such requirements: Mr. Bharadwaj brings strong capabilities in private equity, investment management, and strategic leadership, backed by several years of experience in leading and managing large-scale investments across diverse sectors.

His expertise spans financial analysis, business strategy, corporate governance, and portfolio management, strengthened by his academic foundation in Economics from the University of Pennsylvania and an MBA from Harvard University. He has demonstrated proficiency in board leadership, policy engagement, and organizational development through his advisory and leadership roles across reputed global and national institutions. His ability to evaluate complex transactions, drive strategic decisions, and contribute effectively at the board level reflects his strong analytical, managerial, and governance capabilities.

These roles underscore his well-rounded expertise, making him well suited to provide independent oversight and strategic guidance to the Company.

Inter-se relationships with directors and key managerial personnel: None

Listed companies in which Mr. Bharadwaj holds directorship and committee membership/Chairmanships (other than Indegene Limited)

Board Membership in Listed Entities:	
1.	Hexaware Technologies Limited
Committee Membership in Listed Entities:	
1.	Hexaware Technologies Limited
<ul style="list-style-type: none">Member of Nomination and Remuneration CommitteeMember of Corporate and Social Responsibility CommitteeMember of Environmental, Social and Governance Committee	

Shareholding in the Company: NIL

Key terms and conditions of appointment: As per the resolution in Item No.1 of this notice read with the explanatory statement thereto.

Remuneration proposed to be paid: As determined by the Board of Directors from time to time within the limits as approved by the members at the Extra – Ordinary General Meeting (EOGM) held on 28 November 2022.

Date of first appointment on Board: Mr. Bharadwaj was appointed as a non- executive nominee director on the Board, nominated by CA Dawn Investments on April 16, 2021. He resigned from the Board on July 22, 2025.

Last drawn remuneration: NIL

Number of Board meetings attended during the year: Mr. Bharadwaj resigned from the Board on July 22, 2025. During the period from April 1, 2025 to July 22, 2025, he attended no Board meetings out of the 2 held during his tenure.

Listed Entities from which Mr. Bharadwaj has resigned as Director in past 3 years:

Name of the Company	Date of Cessation
Sequent Scientific Limited	05.09.2025
Piramal Pharma Limited	14.05.2025