INDEGENE LIMITED

Disclosure under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for the Financial Year 2025-26

PART A: DETAILS OF SHARE-BASED EMPLOYEE BENEFIT SCHEMES

Indegene Limited Employee Stock Option Plan 2020 ("ESOP 2020"/"Plan")

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

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

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

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

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

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

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

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

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

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

PART B: DISCLOSURES PURSUANT TO REGULATION 14 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS 2021 FOR THE ESOP 2020 AND RSU 2020 ("THE PLANS")

Sl. no.	Particulars	ESOP 2020 (including CSOP sub plan)	RSU 2020
1	The Board of Directors in their report shall disclose any material change in the scheme(s) and whether the scheme(s) is / are in compliance with the regulations	Refer Page 89 of the Annual Report	
2	Further, the following details, inter alia, shall be disclosed on the Company's website and a web-link thereto shall be provided in the report of the Board of Directors.	Annual General Meeting	
A	**Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.**	Disclosed in Page 241 of the Annual Report, Note 3- Notes to Accounts in the Standalone financial statements of the Annual Report for the year ended 31 March 2026	
B	**Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time**	Diluted EPS for the year ended 31 March 2026, is disclosed in Note 26 (Earning per Share) of Standalone financial statements, page number 285 of the Annual Report. (Disclosures are provided in accordance with Ind AS 33, Earnings Per Share)	
C	**Details related to ESOP 2020/ RSU 2020 schemes:**		
	i. Description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including:		
	a) Date of Shareholders' Approval	November 28 ,2022 (Ratified on September 6, 2024)	
	b) Total Number of options approved under the Plan	60,14,543	58,49,250

Sl. no.	Particulars	ESOP 2020 (including CSOP sub plan)	RSU 2020
	c) Vesting Requirements	Options granted under the Plans shall vest not earlier than the minimum period of 1 (one) year and not more than the maximum period of 5 (five) years from the date of grant of such options, as decided by the Nomination and Remuneration Committee and stated in the grant letter.	
	d) Exercise price or pricing formula	Fair Market Value of the Share of the Company as on date of grant of such option.	INR 2
	e) Maximum term of options granted	10 years	
	f) Source of shares (Primary, Secondary or Combination)	Primary	
	g) Variation in terms of options	No variations have been made in terms of options during FY 2025-26	
	ii. Method used to account for ESOS - Intrinsic or fair value.	The Company recognizes compensation expense relating to share-based payments in accordance with Ind AS 102 Share based payment. Stock options granted by the Company to its employees are accounted as equity settled options. Accordingly, the estimated fair value of options granted that is determined on the date of grant, is charged to statement of Profit and Loss on a straight-line basis over the vesting period of options, with a corresponding adjustment to equity over the vesting period.	
	iii. Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Not applicable	
	iv. Option movement during the year (For each ESOS/ RSU):		
	• Number of options outstanding at the beginning of the period	16,15,218	16,52,492

Sl. no.	Particulars	ESOP 2020 (including CSOP sub plan)	RSU 2020
	• Number of options granted during the year	3,74,713	6,13,772
	• Number of options lapsed / forfeited during the year	3,08,323	1,85,018
	• Number of options vested during the year	3,02,526	6,58,334
	• Number of options exercised during the year	2,22,974	6,70,418
	• Number of shares arising as a result of exercise of options	2,22,974	6,70,418
	• Money realized by exercise of options (INR), if scheme is implemented directly by the company	5,49,61,923.92	4,71,836
	• Loan repaid by the Trust during the year from exercise price received	NA	
	• Number of options outstanding at the end of the year	14,58,634	14,10,828
	• Number of options exercisable at the end of the year	5,97,548	37,430
v.	**Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.**	Refer note 13 of Standalone financial statements, page number 264 of the Annual Report for the year ended 31 March 2026.	
vi.	**Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to:**		
a.	Senior Managerial Personnel (SMP) as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Refer Annexure I	
b.	any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and		
c.	Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	NIL	
vii.	**A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:**		
a.	The weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;	Weighted-average values of share price: ₹573 Exercise price: ₹2.00 Expected volatility: 35.89% Expected option life: 5-10 years Expected dividends: 0.00% The risk-free interest rate: 6.21%	

Sl. no.	Particulars	ESOP 2020 (including CSOP sub plan)	RSU 2020
	b. the method used and the assumptions made to incorporate the effects of expected early exercise;	The Company has estimated fair value of options using Black Scholes Merton method.	
	c. how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	Indegene is a listed entity, the available trading data is insufficient to determine historical or implied volatility over a period that aligns with the expected life of the ESOPs. Therefore, the estimate of expected share volatility is based on the historical volatility of its publicly traded peer companies operating in same industry.	
	d. whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition	Not applicable	
	Disclosures in respect of grants made in three years prior to IPO under each ESOS Until all options granted in the three years prior to the IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such options shall also be made.	Refer notes to accounts of the standalone audited financials for FY 2021-22, FY 2022-23, FY 2023-24 available on our website. Standalone Audited Financials	
D	Details related to ESPS	Not Applicable	
E	Details related to SAR	Not Applicable	
F	Details related to GEBS / RBS	Not Applicable	
G	Details related to Trust	Not Applicable	

For and on behalf of Board of Directors

Sd/-

Manish Gupta
Chairman, Executive Director and Chief Executive Officer

Enclosed: Annexure I

Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to –

a. Senior Managerial Personnel (SMP) as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

No.	Name of SMP	Designation	Plan	Fiscal 2026	Exercise Price (INR)
1	Srishti Ramesh Kaushik	Company Secretary and Compliance Officer	ESOP 2020	920	573
2	Suhas Prabhu	Chief Financial Officer	RSU 2020	40,565	2
3	Anand Kiran	Executive Vice President – Global Operations	NA	Nil	NA
4	Sameer Lal	Executive Vice President – Enterprise Medical	RSU 2020	11,611	2
5	Viveksheel Ghai	Executive Vice President – Enterprise Commercial Solutions	RSU 2020	16,719	2
6	Dr. Rajesh Bhaskaran Nair	President, Indegene, Inc. and Non-executive Director	NA	Nil	NA
7	Gaurav Kapoor	Executive Vice President and Global Head – Omnichannel Activation	RSU 2020	14,629	2

b. Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and

No.	Name of employee	Designation	Plan	Fiscal 2026	Exercise Price (INR)
1	Ashish Sharma	Senior Vice President – Data, Analytics & AI Officer	RSU 2020	58,663	2
2	Jeffrey Rothstein	Chief Executive Officer, Cult Health, LLC	RSU 2020	86,268	2
3	Ravit Ansal	Senior Vice President – Chief Solutions Officer	RSU 2020	1,03,867	2

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