

# Notice of the 27th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVENTH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF INDEGENE LIMITED WILL BE HELD ON THURSDAY, JUNE 26, 2025, AT 1630 HOURS IST THROUGH VIDEO CONFERENCE (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

## ORDINARY BUSINESS

### Item no. 1

#### TO RECEIVE, CONSIDER AND ADOPT FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) of the Company for the financial year ended 31 March 2025, together with Report of the Board of Directors and Auditors thereon.

### Item no. 2

#### TO DECLARE FINAL DIVIDEND

To confirm and declare a final dividend of ₹ 2/- per equity shares for the financial year ended 31 March 2025.

### Item no. 3

#### TO APPOINT MR. MARK FRANCIS DZIALGA (DIN: 00955485) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Mark Francis Dzialga (DIN: 00955485), who retires by rotation and, being eligible, seeks re-appointment.

To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof and other applicable provisions, if any of the Companies Act, 2013, Mr. Mark Francis Dzialga, (DIN: 00955485) who is liable to retire by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### Item no. 4

#### TO APPOINT DR. RAJESH BHASKARAN NAIR (DIN: 00219269) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Dr. Rajesh Bhaskaran Nair, (DIN: 00219269), who retires by rotation and, being eligible, seeks re-appointment.

To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof and other applicable provisions, if any of the Companies Act, 2013, Dr. Rajesh Bhaskaran Nair (DIN: 00219269) who is liable to retire by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### Item No. 5

#### TO APPOINT DELOITTE HASKINS & SELLS, CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY

To consider and if thought fit, to pass the following resolution, as an **ordinary resolution**:

“**RESOLVED THAT** pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, Deloitte Haskins & Sells, Chartered Accountants, Firm Registration No. 008072S (“Deloitte”) be and are hereby appointed as the Statutory Auditors of the Company for the term of five consecutive years, who shall hold office from the conclusion of this 27<sup>th</sup> Annual General Meeting until the conclusion of the 32<sup>nd</sup> Annual General Meeting of the Company, at a remuneration mentioned in the statement annexed herewith.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

## **SPECIAL BUSINESS**

### **Item No.6**

#### **TO APPOINT MADHWESH PRATHAP AND ASSOCIATES, AS SECRETARIAL AUDITORS OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

“**RESOLVED THAT** pursuant to section 204 and all other applicable provisions, if any, of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other rules and regulations framed thereunder (including any amendments, statutory modification(s) and/or amendments thereof for the time being in force), and pursuant to the recommendation of the Board of Directors of the Company, Madhwesh Prathap and Associates, Company Secretaries, (Firm Registration Number P2025KR103400) be and are hereby appointed as the Secretarial Auditors of the Company for a term of five consecutive years, who shall hold office from the conclusion of this 27<sup>th</sup> Annual General Meeting until the conclusion of the 32<sup>nd</sup> Annual General Meeting of the Company, at a remuneration mentioned in the statement annexed herewith.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

### **Item No.7**

#### **TO APPROVE 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**

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), each as amended, approval of the members be and is hereby accorded to the continuation of directorship as a Non-Executive, Independent Director of the Company, of Dr. Georgia Nikolakopoulou Papathomas (DIN: 09734940), who is serving her first term as an Independent Director with effect from 30 September 2022 until 30 September 2025 and will attain the age of 75 years on 11 September 2025.

**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 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.”

### **Item No.8**

#### **TO RE-APPOINT DR. GEORGIA NIKOLAKOPOULOU PPATHOMAS (DIN: 09734940) AS AN INDEPENDENT DIRECTOR**

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

“**RESOLVED THAT** pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Dr. Georgia Nikolakopoulou Papathomas (DIN: 09734940), who holds office as an Independent Director upto 30 September 2025 and 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, be and is hereby re-appointed as an Independent Director of the Company, for a period of 5 (Five) years effective from 01 October 2025 till 30 September 2030, and that she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the LODR Regulations, Dr. Georgia Nikolakopoulou Papatomas, be paid such commission as the Board may approve from time to time subject to overall limits prescribed from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolutions, 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.”

**Notes:**

1. Pursuant to the General Circular No. 09/2024 dated 19 September 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/ CIR/ 2024/ 133 dated 3 October 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated 08 April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to [madhweshpcs@acms.pro](mailto:madhweshpcs@acms.pro) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) .

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders/Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. Members may note that the Board, at its meeting held on 28 April 2025, has recommended a final dividend of ₹ 2/- per equity share for the financial year ended 31 March 2025. The record date for the purpose of final dividend is 13 June 2025. The final dividend once approved by the members in the ensuing AGM, will be paid within 30 days after approval of the members in the ensuing Annual General Meeting (AGM), through various modes. To avoid delay in receiving final dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company’s Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the final dividend directly into their bank account on the payout date.

8. As per Indian Income Tax Act, 1961 dividend paid and distributed by a Company is taxable in the hands of members. Therefore, the Company is required to deduct taxes at source (TDS) at the rates applicable on the amount distributed to the members at prescribed rates. For information on prescribed rates, members are requested to refer to the Finance Act, 2020 and subsequent amendments thereof. The members are requested to update their PAN details, tax residential status with Registrar and Transfer Agents (RTA) (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual member if the total dividend to be received during financial year 2025-26 does not exceed ₹ 10,000/-. The withholding tax rate (TDS rate) would vary depending on the residential status of the member and the documents submitted by them and accepted by the Company.

A resident individual member with PAN who is not liable to pay income tax can submit a yearly declaration in Form 15G/15H. To avail the benefit of non-deduction of tax, members may send duly signed forms to Company's RTA at <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html> or send an email to [rnt.helpdesk@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com) by Friday, 13 June 2025 (upto 6.00 p.m. IST). Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident members can avail beneficial rates under tax treaty between India and their country of residence subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by updating details at <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html> alternatively send an email to [rnt.helpdesk@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com). The said declarations need to be submitted by Friday, 13 June 2025 (up to 6.00 p.m. IST).

The Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company.

Members who are exempted from TDS provisions through any circular or notification may provide documentary evidence in relation to the same, to enable the Company

in applying the appropriate TDS on Dividend payment to such member. beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident member and review to the satisfaction of the Company. Members who are exempted from TDS provisions through any circular or notification may provide documentary evidence in relation to the same, to enable the Company in applying the appropriate TDS on Dividend payment to such member.

9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13 April 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.indegene.com/> The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
11. Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP).
12. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed Madhwesh K, Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.
13. Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on 19 June 2025, may cast their votes electronically. The e-voting period commences on Monday, 23 June 2025 (09:00 a.m. IST) and ends on Wednesday, 25 June 2025(5:00 p.m. IST). The e-voting module will be disabled by NSDL thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company

as on the cut-off date, i.e. as on 19 June 2025. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

14. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
15. Any person holding shares in physical form, and non-individual members who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cutoff date, i.e. 19 June 2025, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual members holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. 19 June 2025, may follow steps mentioned in the Notice under 'Instructions for e-voting'.
16. In compliance with the Circulars, the Annual Report 2024-25, the Notice of the 27<sup>th</sup> AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s). Members may also note that the Notice of the 27<sup>th</sup> AGM and the Annual Report 2024-25 will also be available on the Company's website, <https://www.indegene.com/>, websites of the stock exchanges, i.e. BSE and NSE, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of NSDL, <https://www.evoting.nsdl.com>.
17. Additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
18. As per the provisions of Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at <https://www.indegene.com/>. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
19. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website, <https://www.indegene.com/>.
20. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

By order of the Board of Directors  
**For Indegene Limited**

Sd/-  
**Srishti Ramesh Kaushik**  
Company Secretary and Compliance Officer

**INDEGENE LIMITED**  
CIN: L73100KA1998PLC102040  
Aspen G4, 3<sup>rd</sup> floor, MANYATA Embassy  
Business Park Outer Ring Road, Nagavara,  
Bengaluru - 560045  
Tel: +91 80 4674 4567/+91 8046447777  
Email: [compliance.officer@indegene.com](mailto:compliance.officer@indegene.com)

## EXPLANATORY STATEMENT

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

The following explanatory statement sets out material facts relating to the special business set out in the accompanying Notice of Annual General Meeting ("AGM"):

#### Item no. 5

Section 139 of the Companies Act, 2013, lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to section 139 of the act and rules made there under, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The incumbent auditors BSR & Co. LLP, Chartered Accountants (Firm Registration Number 101248W/W-100022) have served the company for two consecutive terms aggregating to ten years.

The Audit Committee of the Company has proposed and on 30 January 2025, the Board has recommended the appointment of Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 008072S) ("Deloitte") as the Statutory Auditors of the Company. Deloitte will hold office for a period of five consecutive years from the conclusion of the 27<sup>th</sup> Annual General Meeting of the company till the conclusion of the 32<sup>nd</sup> Annual General Meeting to be held in the year 2030. The first year of the Audit will be of the financial statements for the year ending 31 March 2026, which will include the audit of the quarterly financial statements of the year. The appointment is subject to the approval of the members of the Company.

The Audit Committee and the Board of Directors considered various factors in recommending the appointment of Deloitte as the Statutory Auditors of the Company such as experience of the firm in handling audits of large global corporations, ability of the firm to seamlessly scale and understand the Company's operations, systems and processes, geographical presence, ability of the firm in servicing the Company, use of latest technologies and methods to advance audit quality and considered it to be suitable for appointment as statutory auditors. Deloitte has the experience of handling various large listed and multi-national companies for statutory audit as well as other services.

The proposed remuneration to be paid to Deloitte for the financial year ending 31 March 2026, is ₹ 1.40 Crores (Rupees One Crore and Forty Lakh) plus applicable taxes and reimbursement of out-of-pocket expenses.

The Board of Directors and the audit committee shall approve revisions to the remuneration of the statutory auditors for the remaining part of the tenure.

The Board of Directors, in consultation with the audit committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

Deloitte has consented to their appointment as Statutory Auditors and have confirmed that to the Company that their appointment, if made, shall be in compliance of Section 139 and 141 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014.

#### Brief profile of Deloitte Haskins & Sells

Deloitte Haskins & Sells ('DHS') was constituted in 1998 and is registered with the Institute of Chartered Accountants of India (ICAI) with Registration No. 008072S and is a part of Deloitte Haskins & Sells & Affiliates being the Network of Firms registered with the ICAI. The registered office of DHS is ASV Ramana Tower, 52 Venkatnarayana Road, T Nagar, Chennai – 600 017, Tamil Nadu, India.

None of the Directors, Key Managerial Personnel or their relatives except 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. 5 for the approval of members.

#### Item no. 6

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, w.e.f. 13 December 2024, all listed entities incorporated in India shall appoint a Secretarial Auditor for not more than one term of five consecutive years; or a firm of Secretarial Auditors for not more than two terms of five consecutive years, with the approval of its members in its Annual General Meeting.

Given the above, the Board after considering competence and experience of the firm in conducting the audit of the Company, has proposed to appointment of Madhwesh Prathap and Associates, as secretarial auditors for the first term of five consecutive years with effect from the conclusion of this 27<sup>th</sup> Annual General Meeting till the conclusion of the 32<sup>nd</sup> Annual General Meeting of the company to be held in the year 2030. The first year of Secretarial Audit will be for the year ending

31 March 2026. The appointment is subject to the approval of the members of the Company.

The Board of Directors considered experience of the firm in handling secretarial audits, ability of the firm in providing services to the Company and considered it to be suitable for appointment as secretarial auditors.

The proposed remuneration to be paid to secretarial auditors for the financial year ending 31 March 2026, is ₹ 1.5 lakh (Rupees One Lakh and Fifty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses.

The Board of Directors shall approve revisions to the remuneration of the secretarial auditors for the remaining part of the tenure.

The Board of Directors, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the secretarial auditors.

Madhwesh Prathap and Associates has consented to their appointment as Secretarial Auditors and have confirmed that to the Company that their appointment, if made, shall be in compliance with applicable laws.

#### **Brief profile of Madhwesh Prathap and Associates**

Madhwesh Prathap and Associates, was constituted as partnership firm on 20-01-2025 and the said firm obtained registration from Institute of Company Secretaries of India on 2401-2025 (Registration No. P2025KR103400). The registered office of the Firm is located at 1<sup>st</sup> floor, 10<sup>th</sup> Cross Rd, Remco BHEL Layout, Ideal Homes Township, Rajarajeshwari Nagar, Bangalore, Pin - 560098. Mr. Madhwesh K and Mr. Prathap C P, Partners of Madhwesh Prathap and Associates, are practicing company secretaries (PCS) with over 15 years of experience in the areas of corporate laws, securities laws and foreign exchange laws. The said PCS have been engaged in secretarial audits of listed companies and some of the large companies in the manufacturing sector.

None of the Directors, Key Managerial Personnel or their 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. 6 for the approval of members.

#### **Item no. 7**

Dr. Georgia Nikolakopoulou Papathomas (DIN: 09734940) ("Dr. Papathomas") was appointed as a Non-Executive

Independent Director of the Company effective 30 September 2022, to hold office up to 30 September 2025.

Dr. Papathomas will attain the age of seventy-five years on 11 September 2025. As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from 1<sup>st</sup> April, 2019, no listed company shall appoint a person or continue the directorship of any person as a Non - Executive Director who has attained the age of seventy-five years, unless a Special Resolution is passed to that effect.

Dr. Papathomas holds a bachelor of science degree from the Columbia University. She also holds a master's degree in philosophy, master's degree in science and is a doctor of philosophy from the Columbia University, New York, USA. In the past, she has worked at Johnson & Johnson and she has experience in the pharmaceutical industry. She is a member of The Scientific Research Society of North America, Columbia University chapter.

The Nomination and Remuneration Committee ("NRC") and the Board of Directors are of the opinion that Dr. Papathomas has been an integral part of the Board and during her tenure, has provided valuable insights to the Company and her continuation as an Independent Director will be in the interest of the Company. Her independent oversight and strategic guidance are vital to the Company's success. Consequently, they recommend her continued membership on the Board.

None of the Directors, Key Managerial Personnel or their relatives except Dr. Papathomas and her 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. 7 for the approval of members.

#### **Item no. 8**

Dr. Georgia Nikolakopoulou Papathomas (DIN: 09734940) ("Dr. Papathomas") was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, by the Board, effective 30 September 2022, to hold office up to 30 September 2025. The members, at the Extra - Ordinary General Meeting (EOGM) held on 07 November 2022, had approved the same. She is due for retirement from the first term as an independent director on 30 September 2025.

The NRC, after taking into account the performance evaluation of Dr. Papathomas during her first term of 3 (three) years and considering her knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board her re-appointment for a second term of 5 (five) years. The NRC has considered her diverse skills, leadership capabilities, expertise in pharmaceutical and healthcare industry, as being key requirements for this role.

In view of the above, the NRC and the Board are of the view that she possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint her as an independent director.

Based on the recommendation of the NRC, the Board, recommended the re-appointment of Dr. Papathomas as an independent director, for a second term of 5 (five) years effective 01 October 2025, to 30 September 2030 (both days inclusive), not liable to retire by rotation.

As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each.

Dr. Papathomas fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the 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 Appointment Rules,

(ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under Section 164 of the Act,

(iii) Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act read with Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 of the LODR Regulations, 2015 and,

(iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20 June 2018, and NSE Circular No. NSE/CML/2018/24 dated 20 June 2018 that she has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority,

(v) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company, and

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

In the considered opinion of the Board, Dr. Papathomas fulfils the conditions specified in the Act, and Rules made thereunder and LODR Regulations for her reappointment as an independent director of the Company and she is independent of the Management of the Company. Additionally, the Board observed that the distinguished background and expertise of Dr. Papathomas are congruent with the roles and competencies identified by the NRC, thereby confirming her eligibility for reappointment as Independent Director for a second term.

The Board considers that the continued association of Dr. Papathomas would be of immense benefit to the Company and is desirable to continue to avail her services as an independent director. The resolution seeks the approval of members for the reappointment of Dr. Papathomas as an independent director of the Company, for a second term of 5 (five) years effective 01 October 2025, to 30 September 2030, (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 her office shall not be liable to retire by rotation.

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

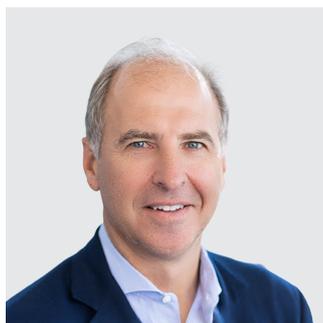
The other details of Dr. Papathomas in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 are given in Annexure I to this Notice.

None of the Directors, Key Managerial Personnel or their relatives except Dr. Papathomas and her 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. 8 for the approval of members.

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

**Mark Francis Dzialga**  
**Non-Executive Director**



Mr. Dzialga holds a bachelor of science degree from the Wehle School of Business, Canisius College and a master's degree in business administration from the Columbia University, New York, USA. He is on the board of Columbia Business School. He has previously worked at Goldman Sachs Group, Inc. and General Atlantic LLC. He is the managing partner of Brighton Park Capital.

**Age:** 60 years

**DIN:** 00955485

**Nature of expertise in specific functional areas**

Mr. Dzialga has 30 years of experience in investment banking and asset management.

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

**Listed companies in which Mr. Dzialga holds directorship and committee membership/Chairmanships (other than Indegene Limited):** Nil

**Shareholding in the Company:** Nil.

**Key terms and conditions of reappointment:** As per the resolution in Item no. 3 of this Notice.

**Remuneration proposed to be paid:** Nil

**Date of first appointment on Board:** Mr. Dzialga was first appointed on the Board as Non-Executive Nominee Director with effect from 16 April 2021, appointed on the Board by the member - BPC Group (Collectively, BPC Genesis Fund I SPV, Ltd. and BPC Genesis Fund I-A SPV, Ltd.)

**Last drawn remuneration:** Nil

**Number of Board meetings attended:** During the year, Mr. Dzialga has attended 7 out of 8 Board meetings.

**Listed Entities from which Mr. Dzialga has resigned as Director in past 3 years:** Nil

**Dr. Rajesh Bhaskaran Nair**  
**Non-Executive Director**



Dr. Nair holds a bachelor of medicine and surgery degree from the University of Kerala and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad. He is the President of Indegene, Inc. since 1 September 2005.

**Age:** 55 years

**DIN:** 00219269

**Nature of expertise in specific functional areas**

Dr. Nair has 26 years of experience in technology-led healthcare solutions provider sector.

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

**Listed companies in which Dr. Nair holds directorship and committee membership/Chairmanships (other than Indegene Limited):** Nil

**Shareholding in the Company:** Holding 1,71,92,386 equity shares.

**Key terms and conditions of reappointment:** As per the resolution in Item no. 3 of this Notice.

**Remuneration proposed to be paid:** Nil

**Date of first appointment on Board:** Dr. Nair was appointed as a director on the Board of our Company on 16 October 1998. He was an executive director on the Board of our Company from 16 October 1998 to 10 February 2016. Thereafter, he was appointed as a Non-Executive Director on the Board of our Company on 10 February 2016.

**Last drawn remuneration:** Nil

**Number of Board meetings attended:** During the year, Dr. Nair has attended 8 out of 8 Board meetings.

**Listed Entities from which Dr. Nair has resigned as Director in past 3 years:** Nil

**Dr. Georgia Nikolakopoulou Papathomas**  
**Independent Director**



Dr. Papathomas holds a bachelor of science degree from the Columbia University. She also holds a master's degree in philosophy, master's degree in science and is a doctor of philosophy from the Columbia University, New York, USA. She is a member of The Scientific Research Society of North America, Columbia University chapter.

**Age:** 74 years

**DIN:** 09734940

**Experience / Nature of expertise in specific functional areas:**

Dr. Papathomas has more than 40 years of experience in the technology and healthcare industries. Dr. Papathomas was senior vice president and global head of data sciences at Johnson & Johnson, CIO of Janssen Pharmaceuticals, CIO of Boehringer Ingelheim and CTO of EMEA at Pfizer Pharmaceuticals and is an advisor at SpringTide Investments. Dr. Papathomas also serves on the Executive Board of the National Center for Women & Information Technology; on the Board of Visitors of the Columbia University School of Engineering and Applied Sciences; and on the Board of Homeless Solutions.

**Skills and capabilities required for the role and the manner in which Dr. Papathomas meets such requirements:**

Dr. Papathomas is a member of the New York Academy of Sciences, the Sigma Xi Research Honor Society, the American Association for the Advancement of Science (AAAS), and the CIO Research Board.

Her extensive experience in the technology and healthcare industries demonstrates her strong qualification for the position of Independent Director of the Company. She has held leadership roles in life sciences, healthcare IT, cybersecurity, and enterprise technology strategy. These roles underscore her well-rounded expertise, making her 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 Dr. Papathomas holds directorship and committee membership/Chairmanships (other than Indegene Limited):** Nil

**Shareholding in the Company:** Nil

**Key terms and conditions of reappointment:** As per the resolution in Item no. 7 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:** Dr. Papathomas was first appointed on the Board as an Independent Director with effect from 30 September 2022.

**Last drawn remuneration:** Sitting fees for attending the Board/Committee meetings and Commission of ₹ 90,00,000/- subject to applicable taxes.

**Number of Board meetings attended:** During the year, Dr. Papathomas has attended 8 out of 8 Board meetings.

**Listed Entities from which Dr. Papathomas has resigned as Director in past 3 years:** NA

## Instructions for e-voting

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 23 June 2025 at 9:00 A.M. and ends on Wednesday, 25 June 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 19 June 2025, may cast their vote electronically. The voting right of members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, being 19 June 2025.

The process to vote electronically on NSDL e-voting system consists of two steps:

#### Step 1: Access to the NSDL e-voting system

##### A. Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode

In terms of the Securities and Exchange Board of India ('SEBI') circular dated 9 December 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 advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

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

Type of members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 hold 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on



Type of members	Login Method
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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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	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.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B. Login Method for e-Voting and joining virtual meeting for members other than individual members 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is</b>
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*****
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*****
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 133794 then user ID is 133794001***

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'.

- b) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

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](http://www.evoting.nsdl.com).

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. 133794, 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 the resolutions set out in this notice:**

1. In case shares are held in physical mode, please provide Folio No., name of member, 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](mailto: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](mailto: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](mailto: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 members**

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 [madhweshpcs@acms.pro](mailto:madhweshpcs@acms.pro) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on: 022-4886 7000 or send a request to Mr. Falguni Chakraborty from NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call at 022 - 4886 7000.

**The instructions for members for E-Voting on the day of the AGM are as under:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**Instructions for Members for attending the AGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/ OAVM will be available in

- Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  5. Members who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [compliance.officer@indegene.com](mailto:compliance.officer@indegene.com). The same will be replied by the Company suitably.
  6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and client ID/folio number, PAN, mobile number at [Compliance.officer@indegene.com](mailto:Compliance.officer@indegene.com) from Friday, 20 June 2025 (0900 hours) to Monday, 23 June 2025 (1700 hours). Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM

#### Information at a glance

Particulars	Details
Time and date of AGM	<b>16:30 hours IST, Thursday, 26 June 2025</b>
Mode	Video Conferencing (VC) and Other Audio-Visual Means (OAVM)
Helpline number for VC participation	022-24994545/ 022-24994360
Record Date for eligibility of Final dividend	Friday, 13 June 2025
Date of payment of Final Dividend	within thirty days of approval of the members
Cut-off date for e-voting	Thursday, 19 June 2025
E-voting start time and date	9:00 a.m. (IST), Monday, 23 June 2025
E-voting end time and date	5:00 p.m. (IST), Wednesday, 25 June 2025
E-voting website of NSDL	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
Name, address and contact details of e-voting service provider	Mr. Falguni Chakraborty from NSDL at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 National Securities Depository Limited, TradeWorld, 'A'Wing, 4 <sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, MUMBAI - 400 013 022-24994545
Name, address and contact details of Registrar and Transfer Agent	MUFG Intime India Private Limited (formally known as Link Intime India Private Limited), C-101, 1 <sup>st</sup> Floor, 247, L.B.S. Marg, Vikhroli (West), Mumbai 400083, Maharashtra, India Tel: +91 22 49186000 (Extn: 2331) Fax: +91 22 4918 6060 E-mail: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> Website: <a href="http://MUFG Intime India Private Limited">MUFG Intime India Private Limited</a>