



MADHWESH PRATHAP AND ASSOCIATES

Practicing Company Secretaries

NO. 157, 1ST FLOOR, 25TH MAIN, KALAPPA BLOCK, SRINAGAR, BENGALURU-560050

Secretarial compliance report of

Indegene Limited

for the year ended March 31, 2026

[Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We have conducted the review of the compliance of the applicable statutory provisions by Indegene Limited ("Listed Entity"). The review was conducted in a manner that provided us a reasonable basis for evaluating the statutory compliances and expressing our opinion thereon.

We have conducted the review in accordance with the Guidelines issued by the Institute of Company Secretaries of India ("ICSI"), for the purpose of providing Annual Secretarial Compliance Report (ASCR) of the listed entity as required under regulation 24A (2) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 and circulars issued thereunder and my observations are given below.

We have examined:

- (a) all the documents and records made available to us and explanation provided by the listed entity,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2026 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, including:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (herein after referred to as LODR)
- ~~(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (herein after referred to as ICDR)~~
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (herein after referred to as SAST)
- ~~(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;~~
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

- (f) ~~Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;~~
(g) ~~Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021;~~
(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (herein after referred to as PIT)

and circulars/ guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

I. The listed entity has complied with the:

- (a) provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below: NIL

NOTE: On February 20, 2026, the company allotted 1966 Equity shares to Mr. Sudhir N Bhatt, A non-resident employee of the company under INDEGENE LIMITED RESTRICTED STOCK UNIT PLAN ('RSU 2020 /PLAN'). However, due to delay in completion of the requisite documentation, the Exercise amount of USD 43.42 remitted by Mr. Sudhir N Bhatt on 13-02-2026 got credited in the company's account on 11-03-2026, which was subsequent to the date of allotment. Hence, this allotment constitutes a deviation from the spirit of the provisions of SEBI Act, 1992 and relevant regulations. The Board on 29-04-2026 has passed resolution for making suo-moto application to SEBI for settlement. The said application is yet to be made as on the date of this report.

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

- II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019: NA
- III. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
2.	Adoption and timely updation of the Policies: - All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities - All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	Nil
3.	Maintenance and disclosures on Website: - The Listed entity is maintaining a functional website - Timely dissemination of the documents/ information under a separate section on the website - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes Yes Yes	Nil
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes.	Nil
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: a) Identification of material subsidiary companies b) Disclosure requirement of material as well as other subsidiaries	Yes.	Nil
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions: The listed entity has obtained prior approval of Audit Committee for all related party transactions; or The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	Nil

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	NA	Nil
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	Nil

IV. The listed entity has complied with the requirement of Structured Digital Database ("SDD") pursuant to provisions of Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and I certify that:

1. The listed entity has a Structured Digital Database in place
2. Control exists as to who can access the SDD
3. All the Unpublished Price Sensitive Information ("UPSI") disseminated has been captured in the Database
4. The system has captured nature of UPSI along with date and time
5. The database has been maintained internally and an audit trail is maintained
6. The database is non-tamper able and has the capability to maintain the records for 8 years.

V. We further report that the listed entity is in compliance/not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2)(za) of the LODR Regulations

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of

the Listing Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Signature:

For Madhwesh Prathap & Associates

Partner

Madhwesh. K

ACS No.: A21477

CP No.: 10897

UDIN : A021477H000499592

PR No : 3222 / 2023

Place: Bangalore

Date: 27-05-2026