

Policy for Familiarization Program for Independent Directors

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1. INTRODUCTION

The Companies Act, 2013, read with the rules thereunder, as amended (the “**Companies Act**”) read with Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**Listing Regulations**”) places increased responsibilities on independent directors of the Company. The policy shall be disseminated in the Company’s website as per Regulation 46(2)(i) of the Listing Regulations.

In order to enable the independent directors to fulfil their responsibilities efficiently and effectively, a familiarization programme (“**Programme**”) has been put in place by Indegene Limited (the “**Company**”) to assist in understanding details about the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The Policy shall become effective from 25th March 2024.

2. OBJECTIVE

The Familiarization Programme aims to provide insights into the Company and to enable the Independent Directors to understand its business in depth to contribute significantly to the Company.

3. EFFECTIVE DATE

This programme shall be effective from the date of listing of the securities of the Company on the stock exchange(s).

4. FAMILIARIZATION PROCESS:

The Company conducts an introductory familiarization programs / presentations for the Independent Directors. Such programs/presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the nature of the industry, Company’s strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time. The programs/presentations also familiarize the Independent Directors with their roles, rights and responsibilities.

The Company through its Executive Directors / Senior Managerial Personnel conducts programs/presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

Appointment Letter issued to Independent Directors sets out the details of the role, duties and responsibilities, remuneration and performance evaluation process, Code of Conduct and obligations on disclosures. Independent Directors shall be provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

The Company may circulate news and related articles on the industry developments on a regular basis.

Specific regulatory updates may also be shared with Independent Directors from time to time.

Independent Directors will be provided with all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry segments of which it is a part.

The Company may conduct an introductory familiarization program / presentation, when a new Independent Director is appointed on the Board of the Company.

The new Independent Director shall be welcomed to the Board of Directors of the Company and shall be provided with the following documents for his/her reference:

- a. Memorandum of Association & Articles of Association of the Company;
- b. Annual Reports of last three years;
- c. Code of Conduct for Directors and Employees;
- d. Roles, functions, duties, responsibilities and liabilities of Independent Directors;
- e. Policies of the Company on various business aspects and practices and corporate governance practices, processes and procedures, including Board and committee functioning;
- f. Organizational Chart of the Company including profile of other Directors & Senior Management Personnel of the Company;
- g. Description of the range of services and solutions offered by the Company;
- h. Corporate social responsibility initiatives;
- i. Business responsibility initiatives of the Company;
- j. Risk management systems & framework;
- k. Vigil mechanism/whistle blower policy including policy formulation, disclosures, code of conduct for independent directors, code of conduct for directors etc.;
- l. Financial controls, financial management, corporate social responsibility, Board effectiveness, meetings and performance assessment.

5. PROGRAMME AND DISCLOSURE

Familiarization programme will be conducted “as needed” basis during the year.

As and when familiarization programme is conducted, the same will be disclosed on the website of the Company and a web link thereto shall also be given in the Annual Report.

The details to be disclosed include: (i) number of programmes attended by independent directors (during the year and on a cumulative basis till date), (ii) number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date), and (iii) other relevant details.

6. ADMINISTRATION

The Familiarization programme for Independent Directors will be administered and monitored by the Nomination and Remuneration Committee of the Company.

7. REVIEW

The Board may review this Program and make revisions as may be required once every year or within such period as mandated by any regulatory amendments.

8. PENALTY FOR NON-ADHERENCE OF THE CLAUSES OF THE POLICY

Non – Adherence to any of the Clause as mentioned in this Policy will attract penalty in accordance with the SEBI Act, 1992 and the rules and regulations issued by SEBI hereunder.

DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO THE INDEPENDENT DIRECTORS DURING THE FINANCIAL YEAR : [TO BE UPDATED EVERY YEAR]

| Sl. No. | Name of Directors | Number of Programmes attended | Number of hours spent in Programmes attended | Cumulative No. of Programmes till | Cumulative No. of hours till |
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9. Annexure Z: Revision History

a. Document Approval Information

| Document Owner | | Legal and Finance | |
|--------------------------------------|-----------------|---|--|
| Author(s) Name & Designation(s) | 25th March 2024 | Srishti Kaushik Company Secretary & Compliance Officer | Reviewed and approved at the meeting of the Board of Directors held on 25 th March 2024 |
| Reviewer(s) Name & Designation(s) | 25th March 2024 | Karthik Kannappan Vice President | |
| Approver Name & Designation(s) | 25th March 2024 | Board of Directors | |
| Final Reviewer Name & Designation(s) | 25th March 2024 | Harsha Haridas Business Process Lead - RAC | |

b. Revision Summary

| Ver. No. | Ver. Date | Revised By | Description | Filename |
|----------|-------------------------------|-----------------|--|---|
| 3.0 | 25th March 2024 | Srishti Kaushik | Updated Penalty for Non-Adherence Of The Clauses Of The Policy | Policy for Familiarization Program for Independent Directors V3.0 |
| 2.0 | 25th January 2024 | Srishti Kaushik | Annual review by Board of Directors. No changes incorporated. | Policy for Familiarization Program for Independent Directors V2.0 |
| 1.0 | 9 th December 2022 | Srishti Kaushik | This is a base line document | Policy for Familiarization Program for Independent Directors V1.0 |