



CHARTER FOR STAKEHOLDERS' RELATIONSHIP COMMITTEE
OF INDEGENE LIMITED

A. OBJECTIVE

The purpose of the Stakeholders Relationship Committee (the “Committee”) of the Board of Directors (the “Board”) of Indegene Limited (the “Company”) shall be to assist the Board and the Company to consider and resolve the existing redressal mechanisms in relation to Stakeholders of the Company. The term “Stakeholder” shall include shareholders, debenture holders, other security holders, vendors, customers, other persons and employees. The purpose and responsibilities of the Committee shall include to specifically look into various aspects of interest of shareholders, debenture holders and other security holders, and such other items/matters prescribed under applicable laws or prescribed by the Board in compliance with applicable law, from time to time.

The Company has several mechanisms to receive and redress grievances, such as the whistle-blower mechanism, the internal complaints committee, grievance redressal mechanism, etc. The Committee shall receive reports from designated personnel responsible for each of these mechanisms, and from any other Company personnel that the Committee deems necessary. The Committee shall also review the number of unresolved issues during the course of a quarter. The Committee shall have the authority to make recommendations to resolve any such issues.

B. COMPOSITION

The Committee shall be appointed by and will serve at the discretion of the Board. The chairperson of the Committee shall be a non-executive director. At least three directors, with at least one being an independent director, shall be members of the Committee and in case of a listed entity having outstanding SR equity shares, at least two thirds of the Stakeholders Relationship Committee shall comprise of independent directors. The chairperson of the Committee, or in his/her absence, any other member of the Committee authorized by the chairperson of the Committee, shall attend general meetings of the Company to answer queries of the security holders.

C. MEETINGS AND QUORUM

The Committee shall meet at least once a year. Either two members or one third of the members of the committee, whichever is greater shall form the quorum for the meeting of the Committee.

D. ROLES AND RESPONSIBILITIES

The scope and functions of the Stakeholder Relationship Committee are in accordance with Section 178 of the Companies Act, 2013 (the “Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) and its terms of reference as stipulated pursuant to resolution passed by the Board in its Meeting are set forth below:

Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates on split/consolidation/renewal etc., approve transfer/transmission, dematerialization and rematerialization of equity shares in a timely manner, general meetings etc.;

Review of measures taken for effective exercise of voting rights by shareholders;

Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent and recommend measures for overall improvement in the quality of investor services;

Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;

Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval;

Carrying out any other functions required to be carried out by the Stakeholders’ Relationship Committee as contained in the Listing Regulations, the Act or any other applicable law, as and when amended from time to time;

The Committee shall have access to any internal information necessary to fulfill its role.

The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

For Indegene Limited

(Formerly known as Indegene Private Limited)

Srishti Kaushik

Company Secretary & Compliance Officer

ICSI Membership No.: 21609



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