Date:17 July 2026

Dear Members,

You are cordially invited to attend the Twenty-Eighth Annual General Meeting ("AGM") of the members of Indegene Limited ("the Company") to be held on Thursday, 13 August 2026 at 1630 hours IST through Video Conference ("VC") and Other Audio Visual Means ("OAVM").

The Notice of the AGM, containing the business to be transacted, is enclosed herewith.

In accordance with Section 108 of the Companies Act, 2013 ("the Act"), read with the related rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, the Company is pleased to provide its members the facility to cast their vote electronically on all resolutions set forth in the Notice.

Yours Truly,

Sd/-

Manish Gupta

Chairman, Executive Director & Chief Executive Officer

DIN: 00219273

Enclosures:

1. Notice of the 28th AGM
2. Instructions for e-voting
3. Instructions for participation through VC

Notice of the 28th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE TWENTY-EIGHTH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF INDEGENE LIMITED WILL BE HELD ON THURSDAY, 13 AUGUST 2026, 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 2026, together with Reports of the Board of Directors and Auditors thereon.

Item no. 2

TO DECLARE FINAL DIVIDEND

To declare a final dividend of ₹ 2.25 /- per equity share of ₹ 2/- each for the financial year ended 31 March 2026.

Item no. 3

TO APPOINT MR. MANISH GUPTA, (DIN: 00219273) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Manish Gupta (DIN: 00219273), who retires by rotation and being eligible, offers himself for 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 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof), and the Articles of Association of the Company, Mr. Manish Gupta (DIN: 00219273), Chairman, Executive Director & Chief Executive Officer, who retires by rotation and being eligible be and is hereby re-appointed as a Director of the Company, whose office shall be liable to retire by rotation.

Item no. 4

TO APPOINT DR. SANJAY SURESH PARIKH, (DIN: 00219278) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Dr. Sanjay Suresh Parikh, (DIN: 00219278), who retires by rotation and being eligible, offers himself for 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 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof), and the Articles of Association of the Company, Dr. Sanjay Suresh Parikh, (DIN: 00219278), Executive Director, who retires by rotation and being eligible be and is hereby re-appointed as a Director of the Company, whose office shall be liable to retire by rotation."

SPECIAL BUSINESS

Item no. 5

TO APPOINT MS. JILL MARY DE SIMONE (DIN:11483134) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulations 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force) and any other applicable provisions of Listing Regulations, Ms. Jill Mary De Simone (DIN:11483134) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors on 22 January 2026 pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying the member's intention to propose appointment of Ms. Jill Mary De Simone as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years commencing from 22 January 2026 up to 21 January 2029 (both days inclusive), and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and 198 read with Schedule V as applicable and all other provisions, if any, of the Act and the rules made thereunder along with Regulation 17 and other applicable provisions, if any, the LODR Regulations (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) as applicable, and any other applicable laws, rules and regulations and pursuant to recommendation by the Committee and the Board, the consent of the members be and is hereby accorded for payment of commission and sitting fees to Ms. Jill Mary De Simone, as the Board may approve from time to time subject to overall limits prescribed from time to time in terms of the appointment letter and as may be determined by the Board for her appointment as an Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the recommendation of the Committee and the Board, approval of the members be and is hereby accorded to increase the commission payable to Ms. Jill Mary De Simone by ₹ 2,00,000/- every year during her term and the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) may alter and vary the terms and conditions of the commission and sitting fess in such manner as may be agreed to between the Board and Ms. Jill Mary De Simone within the approved limits.

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 authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, for giving effect to this resolution 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."

By Order of the Board of Directors

For Indegene Limited

Sd/-
Srishti Ramesh Kaushik
Company Secretary and Compliance Officer

Registered Office:
Aspen G4, 3rd floor, MANYATA Embassy
Business Park Outer Ring Road, Nagavara,
Bengaluru – 560045
CIN: L73100KA1998PLC102040
Tel: +91 80 4674 4567/+91 8046447777
Email: compliance.officer@indegene.com
Place: Bangalore
Date: 17 July 2026

Notes:

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 03/2025 dated 22 September 2025, read together with circulars dated 8 April 2020, 13 April 2020, 5 May 2020, 13 January 2021, 8 December 2021, 14 December 2021, 5 May 2022, 28 December 2022, 25 September 2023 and 19 September 2024 (collectively referred to as "MCA Circulars"), permitted the convening of the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the registered office of the Company.

2. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning each item under Special Business and recommendations of the Board along with the rationale for specific items in terms of Listing Regulations is annexed hereto. Further, the relevant details pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company

Secretaries of India ("ICSI"), in respect of directors seeking appointment / reappointment, as the case may be, at this AGM are also annexed.

3. Pursuant to the Circular No. 14/2020 dated 08 April 2020, issued by the MCA, 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 authorized representatives to attend the AGM through VC/OAVM and participate therein, and cast their votes through e-voting.

4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members (i.e. other than individuals, HUFs, NRIs, etc.) intending to authorize their representatives to participate and vote at the meeting are requested to either update in the e-voting portal or submit a scanned certified copy of the Board resolution / Power of Attorney/ authorization letter to the Scrutinizer by email to madhweshpcs@acms.pro with a copy marked to evoting@nsdl.com. Alternatively, the same may also be uploaded by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-voting" tab in their login.

5. 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 (Shareholders 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 restrictions on account of first come first served basis.

6. 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 Act.

7. The following documents will be available for inspection by the Members electronically during the 28th AGM. Members seeking to inspect such documents can send an e-mail to compliance.officer@indegene.com .

    a) Certificate from the Secretarial Auditor of the Company relating to the Company's Stock Options Plans under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

    b) Register of Directors and Key Managerial Personnel and their shareholding maintained under the Act, and

    c) Register of Contracts or Arrangements in which the Directors are interested, maintained under the Act.

8. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 13 August 2026. Members seeking to inspect such documents can send an e-mail to compliance.officer@indegene.com

9. Pursuant to the provisions of Section 108 of the Act 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 the Listing Regulations (as amended), and the Circulars issued by the MCA, the Company is providing the 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.

10. Members may note that the Board, at its meeting held on 29 April 2026, has recommended a final dividend of ₹ 2.25 /- per equity share for the financial year ended 31 March 2026. 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 AGM, through various modes. The record date for the purpose of final dividend is 31 July 2026 i.e. the Dividend shall be paid only to those Members whose names are on the Company's Register of Members and to those whose names appear as Beneficial Owners as at the close of the business hours on Friday, 31 July 2026 as per the details to be furnished by the Depositories, viz. NSDL and CDSL for this purpose.

11. Pursuant to SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated 7 May 2024, read with SEBI circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10 June 2024, with effect from 01 April 2024, dividend to shareholders who are holding in physical form shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature. Accordingly, payment of final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete

their KYC by writing to the Company's Registrar & Share Transfer Agent ("RTA").

12. With effect from 18 November 2025, dividends shall be processed only in electronic mode, and payment through dividend warrants or cheques has been discontinued. Payment shall be made subject to:

    - Folio being KYC compliant, i.e., PAN, contact details including Mobile No., bank account details and specimen signature are registered with the Company/ RTA (for shareholders holding shares in physical form)
    - Updating of bank details with DPs (for shareholders holding shares in dematerialized form)

    [SEBI Master Circular no. SEBI/HO/38/13/(4)2026-MIRSDPOD/I/4298/2026 dated 6 February 2026 read with Listing Regulations]

13. Pursuant to the provisions of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016, as amended from time to time notified by the MCA, the Company is required to transfer any unpaid or unclaimed dividends that remain outstanding for a continuous period of seven years, along with the corresponding shares for which dividends have remained unpaid or unclaimed for seven consecutive years, to the account of the IEPF Authority.

    The Company was listed on the stock exchanges in 2024 and declared dividend for the first time in the financial year 2024–25. Accordingly, no dividend amount or shares are presently due for transfer to the IEPF Authority.

    Members are requested to note that any dividend declared at the ensuing AGM which remains unpaid or unclaimed within 30 days from the date of declaration will be transferred to the Company's Unpaid Dividend Account in accordance with the provisions of the Act. Any amount remaining unclaimed in the Unpaid Dividend Account for a period of seven years from the date of such transfer shall be transferred to the IEPF Authority, along with the corresponding shares, if applicable.

    The details of such unpaid or unclaimed dividends and the respective members will be made available on the Company's website at Unpaid Dividend.

14. As per Indian Income Tax Act, 2025 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. The members are requested to update their PAN details, tax residential status with 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 FY 2026-27 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 121. To avail the benefit of non-deduction of tax, members may send duly signed forms to Company's RTA at https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html or send an email to Investor.helpdesk@in.mpms.mufg.com by Friday, 31 July 2026 (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 41, any other document which may be required to avail the tax treaty benefits by updating details at https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html alternatively send an email to Investor.helpdesk@in.mpms.mufg.com The said declarations need to be submitted by Friday, 31 July 2026 (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 shareholders.

15. Members are requested to address all correspondence, including dividend-related matters, to MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India, Tel: +91 810 811 6767 and E-mail: investor.helpdesk@in.mpms.mufg.com .

16. In line with the 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 and

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.

17. 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).

18. Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Friday, 07 August 2026, may cast their votes electronically. The e-voting period commences on Monday, 10 August 2026 (09:00 A.M. IST) and ends on Wednesday, 12 August 2026 (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 Friday, 07 August 2026. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

19. 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. 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 Secretary, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.

20. In case of joint shareholders, only such joint holders whose name is appearing first in the Register of Members will be entitled to vote at the AGM.

21. 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 cut-off date, i.e. Friday, 07 August 2026, may obtain the login ID and password by sending a request at 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. 07 August 2026, may follow steps mentioned in the Notice under 'Instructions for e-voting'.

22. In compliance with the Circulars, the Annual Report for financial year 2025-2026, the Notice of the 28th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / DPs. Members may also note that the Notice of the 28th AGM and the Annual Report for the financial year 2025-26 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 and www.nseindia.com,respectively, and on the website of NSDL, https://www.evoting.nsdl.com. The Company shall send a letter providing the web-link for accessing the Annual report, including the exact path to those Members who have not registered their e-mail address with the Company and who request the same at compliance.officer@indegene.com or at investor.helpdesk@in.mpms.mufg.com mentioning their Folio No./DP ID and Client ID.

23. As per the provisions of Section 72 of the Act, the facility for submitting nominations 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/ or the website of the RTA at https://web.in.mpms.mufg.com/client-downloads.html. Members are requested to submit these details to their DPs in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.

24. 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/.

25. 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

Registered Office:
Aspen G4, 3rd floor, MANYATA Embassy
Business Park Outer Ring Road, Nagavara,
Bengaluru – 560045
CIN: L73100KA1998PLC102040
Tel: +91 80 4674 4567/+91 8046447777
Email: compliance.officer@indegene.com
Place: Bangalore
Date: 17 July 2026

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

On recommendation of the Nomination and Remuneration Committee, the Board of Directors pursuant to a circular resolution passed on 22 January 2026, had approved the appointment of Ms. Jill Mary De Simone (“Ms. De Simone”) (DIN:11483134) as an Additional Director in the capacity of Independent Director of the Company for a term of three years commencing from 22 January 2026 to 21 January 2029, subject to the approval of the Members at the ensuing AGM.

Ms. De Simone holds office upto the date of this AGM and is eligible to be appointed as an Independent Director. The resolution seeks the approval of members for her appointment as an independent director of the Company, for a term of three (3) consecutive years, commencing from 22 January 2026 to 21 January 2029 (both days inclusive) pursuant to the provisions of 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.

Ms. De Simone is an accomplished biopharmaceutical executive with extensive experience in global healthcare organisations, having held senior leadership positions across leading multinational pharmaceutical companies. She brings deep expertise in strategy, governance, and commercialisation within the life sciences sector.

Ms. De Simone fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16 of the Listing Regulations.

The Company has received all requisite statutory disclosures and declarations from Ms. De Simone, 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 Listing Regulations, 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

(vi) a notice pursuant to Section 160 of the Act, proposing the appointment of Ms. De Simone as an Independent Director of the Company.

In the opinion of the Board of Directors of the Company, Ms. De Simone is independent of the management of the Company and fulfils the conditions specified in the Act, the Rules made thereunder and the Listing Regulations for appointment as an Independent Director. The Board is also of the opinion that she is a person of integrity and possesses relevant experience and expertise for such appointment.

A copy of the draft letter for the appointment of Ms. De Simone as an Independent Director setting out the terms and conditions is available on the website of the Company at https://www.indegene.com/

Pursuant to Regulation 36 of Listing Regulations and SS-2, issued by the ICSI, additional details of Ms. De Simone are annexed to this Notice.

This explanatory statement may also be regarded as a disclosure under the Listing Regulations.

Except Ms. De Simone, none of the Directors, Key Managerial Personnel of the Company or their relatives or any other officials of the Company as contemplated in the provisions of Section 102 of the Act are, in any way, financially or otherwise, concerned or interested in the proposed resolution.

Accordingly, the Board of Directors recommends passing of special resolution as set out at Item no. 5 of this Notice, for the approval of the members.

Annexure - I

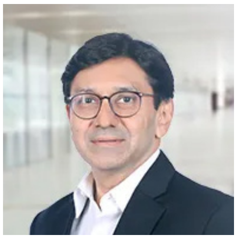
Additional information on Directors recommended for appointment/ re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards issued by ICSI:

Mr. Manish Gupta
Chairman, Executive Director & Chief Executive Officer

DIN (Director Identification Number)	00219273
Date of Birth (Age in Years)	09 December 1972 (53 Years)
Date of First Appointment on Board	11 February 2000
Brief profile of Director	Mr. Manish Gupta is the Chairman, Executive Director and Chief Executive Officer of the Company. Under his leadership, the Company has evolved from a start-up founded in 1998 into a globally respected Organization serving several of the world's top 20 pharmaceutical Companies. He has been instrumental in driving the Company's strong growth trajectory, including its successful public listing in May 2024. Mr. Gupta has also led over 15 strategic acquisitions, significantly strengthening the Company's domain and technology capabilities across the healthcare commercialization spectrum, from drug discovery to clinical development. He is widely recognized for his leadership and contributions to the industry, having been a finalist for the EY Entrepreneur of the Year award and featured among AIM Research's Top 20 CEOs defining the future of AI (2025). He has also been conferred with the Distinguished Alumnus Award by IIT-BHU and the Young Alumni Award for Entrepreneurship by IIM Ahmedabad.
Qualification	Mr. Manish Gupta holds a Bachelor of Technology in Mechanical Engineering from the Indian Institute of Technology (Banaras Hindu University), Varanasi, and a Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad.
Experience / Nature of expertise in specific functional areas	• Expertise in strategy and leadership for building and scaling global organisations • Sound knowledge of life sciences and pharmaceutical commercialisation • Sound knowledge of stakeholder management, including global clients and investors • Strong understanding of technology, AI-led innovation and digital transformation
Conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per the resolution in Item no. 3 of this Notice Remuneration: ₹ 8,12,50,000
Number of Board Meetings attended during the financial year 2025-26	5
Listed Companies in which Mr. Manish Gupta holds Directorship and Committee Membership / Chairmanships (other than Indegene Limited)	Nil
Listed Entities from which Mr. Manish Gupta has resigned as Director in past 3 years	None
Inter-se Relationship between Directors and Key Managerial Personnel of the Company	None
Number of shares held in the Company including shareholding as a beneficial owner	2,14,74,076 Equity Shares

Dr. Sanjay Suresh Parikh

Executive Director



DIN (Director Identification Number)	00219278
Date of Birth (Age in Years)	02 October 1963 (62 Years)
Date of First Appointment on Board	29 January 2002
Brief profile of Director	Dr. Parikh is an initial investor and Board Member of the Company, with over 35 years of experience across the pharmaceutical, medical devices, and healthcare sectors in both developed and emerging markets. He has played a key role in shaping the Company's strategic direction since its inception. His expertise spans strategy, business development, and operations, contributing to the growth and evolution of the organization. He has also been associated with academia as a visiting faculty member at the School of Biomedical Engineering, IIT Bombay.
Qualification	Dr. Parikh holds a Bachelor of Technology in Electrical Engineering from the Indian Institute of Technology, Bombay, a Master's degree in clinical engineering from Case Western Reserve University, and a Ph.D. in Biomedical Engineering from Johns Hopkins University.
Experience / Nature of expertise in specific functional areas	• Expertise in strategy, business development and operational leadership across global healthcare markets • Sound knowledge of pharmaceutical, medical devices and healthcare industry dynamics • Industry insight and ability to contribute to long-term business strategy • Experience in scaling innovation-driven healthcare solutions and business models
Conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per the resolution in Item no. 4 of this Notice Remuneration: ₹ 5,00,00,000
Number of Board Meetings attended during the financial year 2025-26	5
Listed Companies in which Dr. Sanjay Suresh Parikh holds Directorship and Committee Membership / Chairmanships (other than Indegene Limited)	Nil
Listed Entities from which Dr. Parikh has resigned as Director in past 3 years	None
Inter-se Relationship between Directors and Key Managerial Personnel of the Company	None
Number of shares held in the Company including shareholding as a beneficial owner	1,20,08,172 Equity Shares

Ms. Jill Mary De Simone
Independent Director

DIN (Director Identification Number)	11483134
Date of Birth (Age in Years)	11 December 1955 (70 Years)
Date of First Appointment on Board	22 January 2026
Brief profile of Director	Ms. Jill Mary De Simone is an accomplished biopharmaceutical executive and board director with extensive experience in driving growth, innovation, and governance across global healthcare organizations. A former President of U.S. Oncology at Merck, her career spans leadership roles at Merck, Teva, and Bristol Myers Squibb, where she managed full P&L responsibilities and launched transformative therapies in oncology, HIV, women's health, and general medicine. Currently, she advises preclinical and early-stage companies on commercialization and leadership transitions, serves on boards of public and private life sciences companies, and chairs advisory boards focused on AI in healthcare. Renowned for her strategic acumen, authentic leadership, and commitment to purpose-driven cultures, she brings deep industry expertise and a passion for mentoring leaders and shaping governance.
Qualification	Ms. Jill Mary De Simone holds a Bachelor of Science in Pharmacy from Northeastern University and has completed a Fellowship from The Wharton School, University of Pennsylvania.
Experience / Nature of expertise in specific functional areas	• Expertise in business unit creation, transformation, and operational excellence • Strong understanding of life sciences commercialisation and market dynamics • Strategic advisory experience for early-stage and preclinical biotech companies • Experience in organisational development, executive coaching, and leadership mentoring
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The role requires strong industry knowledge, strategic insight, governance experience, and leadership capabilities. Ms. De Simone possesses deep domain expertise in pharmaceuticals and specialty therapeutics, enabling informed decision-making at the Board level. Her track record in building and scaling businesses demonstrates strong strategic and operational capabilities. She brings governance experience through participation on Audit, Compensation, and Nomination & Governance Committees of various Companies. Her global leadership experience provides a broad perspective on market dynamics and regulatory environments. She is recognized for fostering high-performance teams and mentoring senior leaders. Her experience in advising emerging companies also provides insights into innovation and evolving industry practices. Accordingly, her skills align well with the requirements of the role and support effective Board functioning.
Conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Ms. Jill Mary De Simone is proposed to be appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation. She shall be entitled to receive remuneration of ₹1,00,00,000 (Rupees One Crore only), in addition to sitting fees for attending meetings of the Board and its Committees, subject to increase in commission by ₹ 2,00,000 every year during her tenure.

Number of Board Meetings attended during the financial year 2025-26	1
Listed Companies in which Ms. De Simone holds Directorship and Committee Membership / Chairmanships (other than Indegene Limited)	Nil
Listed Entities from which Ms. De Simone has resigned as Director in past 3 years	Nil
Inter-se Relationship between Directors and Key Managerial Personnel of the Company	None
Number of shares held in the Company including the shareholding as a beneficial owner	Nil

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, 10 August 2026, at 9:00 A.M. and ends on Wednesday, 12 August 2026, 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. 07 August 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 07 August 2026.

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 shareholders holding securities in demat mode

In terms of the Securities and Exchange Board of India ("SEBI") circular dated 09 December 2020, on 'e-voting facility provided by Listed Companies', individual shareholders 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 shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL**.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp 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 **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 or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS'** 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 "**Access to e-voting"** under e-voting services and you will be able to see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. 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 **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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **CDSL**	1) 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (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 options. 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 or joining virtual meeting & voting during the meeting.

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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login Method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-voting website?

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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) 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******
b) 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**************
c) 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 140279 then user ID is 140279001***

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'.

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.

   b) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on 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 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.

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 and join General Meeting 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 and General Meeting is in active status.

2. Select 'EVEN' of company i.e. 140279 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 e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of Shareholder, 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 / compliance.officer@indegene.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 / compliance.officer@indegene.com. If you are an Individual member 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 shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated 09 December 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders 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 Shareholders

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 with a copy marked to 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 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 or call on: 022-4886 7000 or send a request to Mr. Falguni Chakraborty, Senior Manager – NSDL at evoting@nsdl.com.

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. Shareholders 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. 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 from Friday, 07 August 2026 (0900 hours) to Monday, 10 August 2026 (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	1630 hours IST, Thursday, 13 August 2026
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, 31 July 2026
Date of payment of Final Dividend	within thirty days of approval of the members
Cut-off date for e-voting	Friday, 07 August 2026
E-voting start time and date	9:00 a.m. (IST), Monday, 10 August 2026
E-voting end time and date	5:00 p.m. (IST), Wednesday, 12 August 2026
E-voting website of NSDL	https://www.evoting.nsdl.com/
Name, address and contact details of e-voting service provider	Mr. Falguni Chakraborty, Senior Manager National Securities Depository Limited, TradeWorld, 'A'Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, MUMBAI - 400 013 022-4886 7000
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, 1st 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: rnt.helpdesk@linkintime.co.in Website: https://in.mpms.mufg.com/