

12 August 2024

Dear Members,

You are cordially invited to attend the 26th Annual General Meeting (AGM) of the members of Indegene Limited ("the Company") to be held on Friday, 06 September 2024 at 16:30 hours IST through video conference and other audio-visual means ("VC").

The Notice of the meeting, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013 ("the Act"), read with the related rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the LODR Regulations"), the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

Very truly yours,

Sd/-

Manish Gupta

Chairman, Executive Director & Chief Executive Officer

DIN: 00219269

Enclosures:

1. Notice of the 26th Annual General Meeting
2. Instructions for participation through VC
3. Instructions for e-voting

Notice of the 26th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 26TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF INDEGENE LIMITED WILL BE HELD ON FRIDAY, 6 SEPTEMBER 2024, AT 16:30 HOURS IST THROUGH VIDEO CONFERENCE / OTHER AUDIO-VISUAL MEANS ("VC") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

Item no. 1

ADOPTION OF FINANCIAL STATEMENTS

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31 March 2024 and the report of the board of directors ("the board") and auditors thereon.

Item no. 2

APPOINTMENT OF DR. SANJAY SURESH PARIKH 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, seeks reappointment.

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. Sanjay Suresh Parikh, (DIN: 00219278) who is liable to retire by rotation and being eligible has offered himself for appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation."

Item no. 3

APPOINTMENT OF MR. NEERAJ BHARADWAJ AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Neeraj Bharadwaj (DIN: 01314963), who retires by rotation and, being eligible, seeks reappointment.

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. Neeraj Bharadwaj (DIN: 01314963) who is liable to retire by rotation and being eligible has offered himself for appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item no. 4

TO RATIFY THE INDEGENE LIMITED EMPLOYEE STOCK OPTION PLAN 2020 ("ESOP 2020" / "PLAN") INCLUDING THE INDEGENE LIMITED COMPANY SHARE OPTION CSOP 2022 ("CSOP SUB-PLAN") FOR INDEGENE LIMITED

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the **"Act"**) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (**"Rules"**) and all other applicable provisions, if any, of the Act and the Rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the **"SEBI SBEB & SE Regulations"**), for the time being in force and as may be modified from time to time, and other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable, subject to such approvals, consents, permissions and approvals of any / various statutory / regulatory authority(ies) as may be required, and subject to the provisions contained in the memorandum of association and the articles of association of Indegene Limited (**"Company"**), and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the **"Applicable Laws"**), in accordance with terms of Indegene Limited Employee Stock Option Plan 2020 (the **"ESOP 2020" / "PLAN"**) including

the Indegene Limited Company Share Option CSOP 2022 ("CSOP Sub-Plan"), the members of the Company hereby ratify the ESOP 2020/Plan including CSOP Sub-Plan for and as applicable to Indegene Limited"

Item no. 5

TO RATIFY THE INDEGENE LIMITED EMPLOYEE STOCK OPTION PLAN 2020("ESOP 2020 /PLAN") INCLUDING THE INDEGENE LIMITED COMPANY SHARE OPTION CSOP 2022 ("CSOP SUB-PLAN") FOR THE SUBSIDIARIES OF INDEGENE LIMITED

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the **"Act"**) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (**"Rules"**) and all other applicable provisions, if any, of the Act and the Rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the **"SEBI SBEB & SE Regulations"**), for the time being in force and as may be modified from time to time, and other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable, subject to such approvals, consents, permissions and approvals of any / various statutory / regulatory authority(ies) as may be required, and subject to the provisions contained in the memorandum of association and the articles of association of Indegene Limited (**"Company"**), and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the **"Applicable Laws"**), in accordance with terms of Indegene Limited Employee Stock Option Plan 2020 (the **"ESOP 2020"/"PLAN"**) including the Indegene Limited Company Share Option CSOP 2022 (**"CSOP Sub-Plan"**), the members of the company hereby ratify the ESOP 2020/ Plan including CSOP Sub-Plan for and as applicable to the present and future subsidiaries of Indegene Limited.

Item no. 6

TO RATIFY THE INDEGENE EMPLOYEE RESTRICTED STOCK UNIT PLAN 2020 ('RSU 2020 /PLAN') FOR INDEGENE LIMITED

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the **"Act"**) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (**"Rules"**) and all other applicable provisions, if any, of the Act and the Rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the **"SEBI SBEB & SE Regulations"**), for the time being in force and as may be modified from time to time, and other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable, subject to such approvals, consents, permissions and approvals of any / various statutory / regulatory authority(ies) as may be required, and subject to the provisions contained in the memorandum of association and the articles of association of Indegene Limited (**"Company"**), and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the **"Applicable Laws"**), in accordance with terms of Indegene Employee Restricted Stock Unit Plan 2020 (**"RSU 2020 /PLAN"**) the members of the company hereby ratify the RSU 2020/Plan for and as applicable to Indegene Limited."

Item no. 7

TO RATIFY THE INDEGENE EMPLOYEE RESTRICTED STOCK UNIT PLAN 2020 ('RSU 2020 /PLAN') FOR THE SUBSIDIARIES OF INDEGENE LIMITED

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the **"Act"**) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (**"Rules"**) and all other applicable provisions, if any, of the Act and the Rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the **"SEBI SBEB & SE Regulations"**), for the time being in force and as may be modified from time to time, and other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable, subject to such approvals, consents, permissions and approvals of any / various statutory / regulatory authority(ies) as may be required, and subject to the provisions contained in the memorandum of association and the articles of association of Indegene Limited (**"Company"**),

and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the **“Applicable Laws”**), in accordance with terms of Indegene Employee Restricted Stock Unit Plan 2020 (‘RSU 2020 / PLAN’) the members of the company hereby ratify the RSU 2020/Plan for and as applicable to the present and future subsidiaries of Indegene Limited.

Item no. 8

APPOINTMENT OF MR. KRISHNAMURTHY VENUGOPALA TENNETI

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (**“the Act”**) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“the LODR Regulations”**) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Krishnamurthy Venugopala Tenneti (DIN: 01338477), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 28 July 2024, who 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 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till 27 July 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item no. 9

GRANTING NOMINATION RIGHTS TO SPECIFIC SHAREHOLDERS

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 31B of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015, approval of the Company be and is hereby given for granting “right to nominate a non-executive non-independent director on the board of the Company” in favour of the following shareholders:

- Nadathur Group: (Collectively, Nadathur Fareast Pte. Ltd. and Group Life Spring (a partnership firm represented through its partner Vida Trustees Private Limited)
 - BPC Group: (Collectively, BPC Genesis Fund I SPV, Ltd. and BPC Genesis Fund I-A SPV, Ltd.)
 - CA Dawn: (CA Dawn Investments)
 - Dr. Rajesh Bhaskaran Nair: Non-Executive Director
 - Mr. Manish Gupta: Chairman, Executive Director, Chief Executive Officer
 - Dr. Sanjay Suresh Parikh: Executive Director
- (i) Nadathur Group shall have the right to nominate and recommend
- (a) one non-executive Director to the Board of the Company for so long as Nadathur Group holds at least 10% of the share capital of the Company on a fully diluted basis; and
 - (b) two non- executive Directors to the Board of the Company for so long as Nadathur Group holds at least 20% of the share capital of the Company on a fully diluted basis, provided in the event Nadathur Group does not exercise the right to nominate at least one Director to the Board of the Company, then, subject to compliance with applicable laws, Nadathur Group shall have the right to appoint one observer on the Board of the Company by giving 15 days’ prior written notice to the Company;
- (ii) Each of BPC Group and CA Dawn shall have the right to nominate and recommend one non-executive Non Independent Director to the Board of the Company for up to two years. Upon completion of two years from the date of filing the Draft Red Herring Prospectus, each of BPC Group and CA Dawn shall have the right to nominate and recommend one non-executive Director to the Board of the Company for so long as each of them individually holds at least 10% of our share capital on a fully diluted basis;
- (iii) Dr. Rajesh Bhaskaran Nair, Mr. Manish Gupta and Dr. Sanjay Suresh Parikh shall, severally and not jointly,

each have the right to nominate themselves as a Director, as long as each of them, individually, either

- (a) continues to hold an executive position in the Company or our subsidiaries, or
- (b) holds, directly or indirectly, a minimum of 4% of the total issued and paid up share capital of the Company.”

Note:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 08 April 2020, Circular No.17/2020 dated 13 April 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 05 May 2020 and Circular No. 02/2021 dated 13 January 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM 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. 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 restriction on account of first come first served basis.
4. 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.
5. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 08 April 2020, 13 April 2020 and 05 May 2020 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.
6. 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 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.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 08 April 2020 and MCA Circular No. 17/2020 dated 13 April 2020, MCA Circular No. 20/2020 dated 5 May 2020 and MCA Circular No. 2/2021 dated 13 January 2021.
8. 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).
9. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9 December 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). 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
10. Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on 29 August 2024, may cast their votes electronically. The e-voting period commences on Tuesday, 03 September 2024 (09:00 a.m. IST) and ends on Thursday, 05 September 2024 (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 29 August 2024. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
 11. 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.
 12. Any person holding shares in physical form, and non-individual shareholders 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. 29 August 2024, 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 shareholders 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. 29 August 2024, may follow steps mentioned in the Notice under 'Instructions for e-voting'.
 13. In compliance with the Circulars, the Annual Report 2023-24, the Notice of the 26th 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).
 14. Members may also note that the Notice of the 26th AGM and the Annual Report 2023-24 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>.
 15. 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.
 16. 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.
 17. 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/>.
 18. 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

Srishti Ramesh Kaushik
Company Secretary and Compliance Officer

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EXPLANATORY STATEMENT

For Item no.4, 5, 6 and 7

TO RATIFY THE INDEGENE LIMITED EMPLOYEE STOCK OPTION PLAN 2020 ("ESOP 2020/PLAN") INCLUDING THE INDEGENE LIMITED COMPANY SHARE OPTION PLAN 2022 ("CSOP SUB-PLAN") AND THE INDEGENE EMPLOYEE RESTRICTED STOCK UNIT PLAN 2020 ("RSU 2020 /PLAN") FOR INDEGENE LIMITED AND ITS SUBSIDIARIES

The Company approved the following plans vide its resolution passed on 13 November 2020

- Indegene Limited Employee Stock Option Plan 2020", ("ESOP Plan") including the Indegene Limited Company Share Option Plan 2022 ("CSOP SUB-PLAN")
- Indegene Employee Restricted Stock Unit Plan ("RSU 2020 /PLAN")

The aforesaid plans were amended vide Company's resolution passed on 28 November 2022.

The aforesaid plans were redesigned as per Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, considering the listing proposal.

The Company got listed on National Stock Exchange of India Limited and BSE Limited on 13 May 2024 and has applied for in-principle approval from the said stock exchanges for making allotment under the said plans.

As a good corporate governance practice, the Board of the Company seek ratification of the aforesaid plans from the shareholders of the Company via special resolution.

The company conforms to the accounting policies specified in regulation 15 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

None of the directors or key managerial personnel or their relative are interested in the proposed resolution.

Disclosure requirement as per the said SEBI regulation are provided hereunder:

Sr. No.	Particulars	ESOP PLAN	RSU PLAN
1	Brief description of the Scheme	Our Company, pursuant to the resolutions passed by our Board on 29 October 2020 and our Shareholders on 13 November 2020 adopted the 'Indegene Limited Employee Stock Option Plan 2020' ("ESOP 2020"). The ESOP 2020 was last amended pursuant to the resolutions passed by our board 23 November 2022 and our Shareholders on 28 November 2022, in order to among others, ensure compliance with the SBEB & SE Regulations. It includes Indegene Limited Company Share Option Indegene Limited Company Share Option Plan 2022 ("CSOP Sub-Plan").	Our Company, pursuant to the resolutions passed by our Board on 29 October 2020 and our Shareholders on 13 November 2020 adopted the 'Indegene Limited Employee Restricted Stock Unit Plan 2020' ("RSU 2020"). The RSU 2020 was last amended pursuant to the resolutions passed by our board 23 November 2022 and our Shareholders on 28 November 2022, in order to among others, ensure compliance with the SBEB & SE Regulations.
2	Whether administered directly by the Company or trust? (if trust further info)	Company	Company
3	Authorized Share Capital of the Company	400,000,000 Equity shares of face value of ₹ 2/- each, aggregating to ₹ 800,000,000/-	400,000,000 Equity shares of face value of ₹ 2/- each, aggregating to ₹ 800,000,000/-

Sr. No.	Particulars	ESOP PLAN	RSU PLAN
4	Issued Share Capital of the Company as on date of Institution of the scheme/ amendment of the scheme;	<p>a) 221,595,318 Equity Shares of face value of ₹ 2/- each aggregating to ₹ 443190636 as on 28 November 2022 i.e. date of latest amendment of the scheme.</p> <p>b) 239,268,909 Equity Shares of face value of ₹ 2/- each aggregating to ₹ 478,537,818 (Rupees Forty Seven Crores Eighty Five Lakhs Thirty Seven Thousand Eight Hundred and Eighteen) as on 6 July 2024 i.e. date of submission of In-principle approval application.</p>	<p>a) 221,595,318 Equity Shares of face value of ₹ 2/- each aggregating to ₹ 443190636 as on 28 November 2022 i.e. date of latest amendment of the scheme.</p> <p>b) 239,268,909 Equity Shares of face value of ₹ 2/- each aggregating to ₹ 478,537,818 (Rupees Forty-Seven Crores Eighty Five Lakhs Thirty Seven Thousand Eight Hundred and Eighteen) as on 6 July 2024 i.e. date of submission of In-principle approval application.</p>
5	Date of institution of the scheme / Date of amendment of the scheme;	<p>a. 13 November 2020 (date of institution of the scheme);</p> <p>b. 28 December 2020 (date of 1st amendment of the scheme);</p> <p>c. 22 August 2022 (date of 2nd amendment of the scheme);</p> <p>d. 28 November 2022 (date of 3rd amendment of the scheme);</p>	<p>a. 13 November 2020 (date of institution of the scheme);</p> <p>b. 28 December 2020 (date of 1st amendment of the scheme);</p> <p>c. 22 August 2022 (date of 2nd amendment of the scheme);</p> <p>d. 28 November 2022 (date of 3rd amendment of the scheme);</p>
6	Validity period of the scheme	The Plan is established with effect from 13 November 2020, on which the shareholders of the Company have approved the Plan and it shall continue to be in force until (i) its termination by the Company as per provisions of the Applicable Laws (defined hereinafter), or (ii) the date on which all of the Options (defined hereinafter), available for issuance under the Plan have been issued and Exercised (defined hereinafter) (i.e. until the last Option is valid and subsisting), whichever is earlier.	The Plan is established with effect from 13 November 2020, on which the shareholders of the Company have approved the Plan and it shall continue to be in force until (i) its termination by the Company as per provisions of the Applicable Laws (defined hereinafter), or (ii) the date on which all of the Options (defined hereinafter), available for issuance under the Plan have been issued and Exercised (defined hereinafter) (i.e. until the last Option is valid and subsisting), whichever is earlier.
7	Date of notice of AGM/EGM/Postal Ballot for approving the scheme/for amending the scheme/for approving grants under Regulation 6(3) of these regulations.	<p>a. 29 October 2020 (date of notice of EGM for introduction / institution of the scheme);</p> <p>b. 22 December 2020 (date of notice of EGM for 1st amendment of the scheme);</p> <p>c. 28 July 2022 (date of notice of 24th AGM for 2nd amendment of the scheme);</p> <p>d. 23 November 2022 (date of notice of EGM for 3rd amendment of the scheme);</p>	<p>a. 29 October 2020 (date of notice of EGM for introduction / institution of the scheme);</p> <p>b. 22 December 2020 (date of notice of EGM for 1st amendment of the scheme);</p> <p>c. 28 July 2022 (date of notice of 24th AGM for 2nd amendment of the scheme);</p> <p>d. 23 November 2022 (date of notice of EGM for 3rd amendment of the scheme);</p>
8	Date of AGM/ EGM/Postal Ballot conclusion date approving the scheme/amending the scheme/approving grants under regulation 6(3) of these regulations.	<p>a. 13 November 2020 (date of EGM for introduction / institution of the scheme);</p> <p>b. 28 December 2020 (date of EGM for 1st amendment of the scheme);</p> <p>c. 22 August 2022 (date of 24th AGM for 2nd amendment of the scheme);</p> <p>d. 28 November 2022 (date of EGM for 3rd amendment of the scheme);</p>	<p>a. 13 November 2020 (date of EGM for introduction / institution of the scheme);</p> <p>b. 28 December 2020 (date of EGM for 1st amendment of the scheme);</p> <p>c. 22 August 2022 (date of 24th AGM for 2nd amendment of the scheme);</p> <p>d. 28 November 2022 (date of EGM for 3rd amendment of the scheme);</p>

Sr. No.	Particulars	ESOP PLAN	RSU PLAN
9	Kinds of benefit granted under the scheme	Options given to Eligible Employees pursuant to this Scheme, which gives such Eligible Employees the benefit or right to purchase or subscribe at a future date to the Equity Shares offered by the Company at a pre-determined price.	Options given to Eligible Employees pursuant to this Scheme, which gives such Eligible Employees the benefit or right to purchase or subscribe at a future date to the Equity Shares offered by the Company, at a pre-determined price.
10	Identity of classes of persons eligible under the scheme:		
	a. employees	Yes	Yes
	b. employees outside India	Yes	Yes
	c. employees of subsidiary	Yes	Yes
	d. employees of Holding Company	No (The Company does not have a holding Company)	No (The Company does not have a holding Company)
	e. directors, whether whole time directors or not, other than those excluded from the definition of "employee" under these regulations	Yes	Yes
11	Total number of shares reserved under the scheme, as applicable	60,14,543	58,49,250

Sr. No.	Particulars	ESOP PLAN	RSU PLAN
12	Maximum number of shares, options, or benefits to be granted per employee per grant and in aggregate	<p>The Committee, in accordance with this Plan, refers to the Nomination and Remuneration Committee.</p> <p>The Committee shall, in accordance with this Plan and Applicable Laws, determine the following: a) the quantum of Options to be Granted under this Plan per Employee, and in aggregate under the Plan, subject to the ceiling as specified in Para 3.1</p> <p>Para 3.1: The shareholders of the Company vide their resolution dated 28 December 2020 have resolved authorizing the Board/Committee, as the case may be, to Grant not exceeding 60,14,543* Options to the Employees under the Plan, in one or more tranches, from time to time, exercisable into equal number of Shares, provided that out of the total available Options as stated above, 29,73,481 Options will be Granted only from 1 April 2025 onwards. Each such Option conferring a right upon the Employee to apply for one Share to be issued by the Company, upon Exercise thereof, in accordance with the terms and conditions of such issue and subject to the provisions of Plan. *The number of Options were increased by the shareholders of the Company vide their resolution dated 28 November 2022.</p> <p>[CSOP Sub-plan]</p> <p>Committee in accordance with this Plan refers to the Nomination and Remuneration Committee.</p> <p>The Committee shall, in accordance with this CSOP Sub-Plan and Applicable Laws, determine the following: a) the quantum of Options to be Granted under this CSOP Sub-Plan per Employee, and in aggregate under the CSOP Sub-Plan, subject to the ceiling as specified in Para 3.1 and Para 3.2.</p> <p>Para 3.1: The maximum number of Options available for Grant under the CSOP Sub-Plan shall be within the limit as prescribed under the ESOP 2020. Each Option when Exercised will entitle the Option Grantee to 1 (one) Share of the Company.</p> <p>Para 3.2 The maximum number of Options that may be granted to an Employee shall be limited and take effect so that the aggregate Market Value of the Shares subject to that Option at the Date of Grant, when aggregated with the Market Value of shares subject to Subsisting Options granted to such Eligible Employee, shall not exceed or further exceed £30,000</p>	<p>The Committee, in accordance with this Plan, refers to the Nomination and Remuneration Committee.</p> <p>The Committee shall, in accordance with this Plan and Applicable Laws, determine the following:</p> <p>(i) the quantum of Options to be Granted under this Plan per Employee, and in aggregate under the Plan, subject to the ceiling as specified in Para 3.1;</p> <p>Para 3.1: The shareholders of the Company vide their resolution dated 28 December 2020 have resolved authorizing the Board/Committee, as the case may be, to Grant not exceeding 58,49,250* Options to the Employees under the Plan, in one or more tranches, from time to time, exercisable into equal number of Shares, provided that out of the total available Options as stated above, 29,73,480 Options shall be Granted only from 1 April 2025 onwards. Each such Option conferring a right upon the Employee to apply for one Share to be issued by the Company, upon Exercise thereof, in accordance with the terms and conditions of such issue and subject to the provisions of Plan.</p> <p>*The number of Options were increased by the shareholders of the Company vide their resolution dated 28 November 2022.</p>

Sr. No.	Particulars	ESOP PLAN	RSU PLAN
13	Exercise price or pricing formula	<p>“Exercise Price” means the price determined by the Committee as per provisions of this Plan and specified in the Grant Letter, being payable by an Employee in order to Exercise the Options Vested in him in pursuance of the Plan. The Exercise Price shall be in compliance with the accounting standards as specified under the SBEB & SE Regulations, including any ‘Guidance Note on Accounting for employee share-based Payments’ issued in that regard from time to time.</p> <p>Fair Market Value” means (i) until the Listing the value of a Share of the Company as determined by a registered valuer or an independent valuer, as required by Applicable Laws for the time being in force, appointed by the Company from time to time; and (ii) from the Listing, the latest available closing price on a recognised stock exchange on which the Shares of the Company are listed on the date immediately prior to the Grant. If the Shares are listed on more than one recognised stock exchange, then the closing price on the recognised stock exchange having higher trading volume shall be considered.</p> <p>(a) The Exercise Price per Option shall be the Fair Market Value of the Share of the Company as on date of Grant of such Option. The specific Exercise Price shall be intimated to the Option Grantee in the Grant Letter at the time of Grant.</p> <p>Provided that in case an Option is Granted as ISO to any Employee who owns more than 10% (ten percentage) of the total combined voting power of all classes of stock of the Company or of its Holding Company or subsidiary Company(ies), in such case the Exercise Price per Option shall be at 110% (hundred and ten percentage) of the Fair Market Value of the Share.</p>	<p>“Exercise Price” means the price determined by the Committee as per provisions of this Plan and specified in the Grant Letter, being payable by an Employee in order to Exercise the Options Vested in him in pursuance of the Plan. The Exercise Price shall be in compliance with the accounting standards specified under the SBEB & SE Regulations, including any ‘Guidance Note on Accounting for employee share-based Payments’ issued in that regard from time to time.</p> <p>“Fair Market Value” means (i) until the Listing, the value of a Share of the Company as determined by a registered valuer or an independent valuer, as required by Applicable Laws for the time being in force, appointed by the Company from time to time; and (ii) from the Listing, the latest available closing price on a recognised stock exchange on which the Shares of the Company are listed on the date immediately prior to the Grant. If the Shares are listed on more than one recognised stock exchange, then the closing price on the recognised stock exchange having higher trading volume shall be considered.</p> <p>The Company undertakes that the Exercise Price of the options shall not be less than the face value of the shares arising on exercise of the said Options.</p>

Sr. No.	Particulars	ESOP PLAN	RSU PLAN
		<p>[CSOP Sub-plan]</p> <p>“Exercise Price” means the Market Value on the Date of Grant payable by the Employee for exercising each of the Vested Options, and such price is included in the Grant Letter.</p> <p>“Market Value” means the value of a Share of the Company as determined in accordance with the applicable provisions of Part VIII of the UK Taxation of Chargeable Gains Act 1992, and any relevant published HMRC guidance, on the relevant date and (i) before listed shall be agreed with HMRC; and (ii) from the Listing, the latest available closing price on a recognised stock exchange on which the Shares of the Company are listed on the date immediately prior to the Grant. If the Shares are listed on more than one recognised stock exchange, then the closing price on the recognised stock exchange having higher trading volume shall be considered or the recognised stock exchange for the country in which the Company is resident.</p> <p>The Company undertakes that the Exercise Price of the options shall not be less than the face value of the shares arising on exercise of the said Options.</p>	
14	Whether any amount payable at the time of grant? If so, quantum of such amount	There is no need to pay any amount at the time of Grant.	There is no need to pay any amount at the time of Grant.
15	Lock-in period under the scheme	<p>[ESOP 2020]</p> <p>The Shares arising out of Exercise of Vested Options shall not be subject to any lock in restriction except such restrictions as may apply under the Applicable Laws and particularly in connection with or after Listing.</p> <p>[CSOP Sub-plan]</p> <p>The Shares arising out of Exercise of Vested Options shall not be subject to any lock in restriction except such restrictions as may apply under the Applicable Laws and particularly in connection with or after Listing and which are communicated to the Option Grantee.</p>	The Shares arising out of Exercise of Vested Options shall not be subject to any lock-in restriction except such restrictions as may apply under the Applicable Laws and particularly in connection with or after Listing.

Sr. No.	Particulars	ESOP PLAN	RSU PLAN
16	Vesting period under the scheme	<p>[ESOP 2020]</p> <p>“Vesting Period” means the period during which the Vesting of the Option Granted to the Employee, in pursuance of the Plan takes place. However, not being less than 1 (one) year from the date of Grant of Options. Provided that in case of death or Permanent Incapacity, the minimum vesting period of 1 (one) year shall not apply.</p> <p>7.1 Options Granted under Plan shall Vest not earlier than the minimum period of 1 (one) year and not more than the maximum period of 5 (five) years from the date of Grant of such Options, as decided by the Committee and stated in the Grant Letter. Provided that in case where Options are Granted by the Company under the Plan in lieu of options held by a person under a similar Plan in another Company (“Transferor Company”) which has merged or amalgamated with the Company, the period during which the options Granted by the Transferor Company were held by him may be adjusted against the minimum Vesting Period required under this Sub-clause.</p> <p>7.2 Subject to the terms of the Plan, Vesting of Options would be subject to continued employment with the Company and its Subsidiary Company(ies), or Associate Company or Company belonging to the same Group (as may be applicable) and thus the Options would Vest essentially on passage of time. In addition to this, the Committee, at its sole discretion, shall also specify certain performance criteria subject to achievement of which the Options would Vest.</p> <p>[CSOP Sub-plan]</p> <p>Vesting Period” means the period during which the Vesting of the Option Granted to the Employee, in pursuance of the CSOP Sub-Plan takes place. However, not being less than 1 (one) year from the date of Grant of Options. Provided that in case of death or Permanent Incapacity, the minimum vesting period of 1 (one) year shall not apply.</p> <p>Options Granted under CSOP Sub-Plan shall Vest not earlier than the minimum period of 1 (one) year and not more than the maximum period of 5 (five) years from the date of Grant of such Options, as decided by the Committee and stated in the Grant Letter. Subject to the terms of the CSOP Sub-Plan, Vesting of Options would be subject to (i) the Option Grantee being in continued employment with the Subsidiary Company; (ii) the Option Grantee not serving any notice period. In addition to this, the Committee, at its sole discretion, shall also specify certain performance criteria subject to achievement of which the Options would Vest, which would be set out in the Grant Letter.</p>	<p>“Vesting Period” means the period during which the Vesting of the Option Granted to the Employee, in pursuance of the Plan takes place. However, not being less than 1 (one) year from the date of Grant of Options. Provided that in case of death or Permanent Incapacity, the minimum vesting period of 1 (one) year shall not apply.</p> <p>Options Granted under Plan shall Vest not earlier than the minimum period of 1 (one) year and not more than the maximum period of 5 (five) years from the date of Grant of such Options, as decided by the Committee and stated in the Grant Letter.</p> <p>Provided that in case where Options are Granted by the Company under the Plan in lieu of options held by a person under a similar Plan in another Company (“Transferor Company”) which has merged or amalgamated with the Company, the period during which the options Granted by the Transferor Company were held by him may be adjusted against the minimum Vesting Period required under this Sub-clause.</p>

Sr. No.	Particulars	ESOP PLAN	RSU PLAN
17	Maximum period within which the grant shall be vested	[ESOP 2020 & CSOP Sub-plan] 5 (five) years from the date of Grant of such Options	5 (five) years from the date of Grant of such Options
18	Exercise period under the scheme	[ESOP 2020] Exercise while in employment The Vested Options can be exercised by the Option Grantee only upon or in connection with the Liquidity Event or any time after the Listing subject to a maximum Exercise Period of 10 (ten) years from the date of Grant of Options. Provided that in case no Liquidity Event happens within 9 (nine) years and 6 (six) months from the date of Grant, in such case, the Vested Options shall be exercisable at the discretion of the Option Grantee within the remaining 6 (six) months of the maximum Exercise Period as stated above. Provided further that in case an Option is Granted as ISO to any Employee who owns more than 10% (ten percentage) of the total combined voting power of all classes of stock of the Company or of its holding Company or subsidiary Company(ies), in such case the aforesaid maximum Exercise Period shall be read as 5 (five) years from the date of Grant of Options. [CSOP Sub-plan] The Vested Options can be Exercised by the Option Grantee upon the completion of 3 (three) years from the Date of Grant of the relevant Options and within 10 (ten) years from the Date of Grant of the relevant Options ("Exercise Period"), which date will be set out in the Grant Letter.	Exercise while in employment: The Vested Options can be Exercised by the Option Grantees within 2.5 months from the date of respective Vesting of Options, in order to be treated as NSO grants
19	Whether employee can exercise all the options vested at one time? Yes/No	Yes	Yes
20	Whether employee can exercise vested options at various points of time within the exercise period? Yes/No	Yes	Yes

Sr. No.	Particulars	ESOP PLAN	RSU PLAN
21	Whether scheme provides for the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of rights issues, bonus issues and other corporate actions	<p data-bbox="475 300 619 321">[ESOP 2020]</p> <p data-bbox="475 337 991 420">The Committee in accordance with this Plan refers to the Nomination and Remuneration Committee</p> <p data-bbox="475 430 991 897">The Committee shall, in accordance with this Plan and Applicable Laws, determine the procedure for making a fair and reasonable adjustment to the entitlement including adjustment to the number of Options and to the Exercise Price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard, the following shall, inter alia, be taken into consideration: (i) the number and price of Options shall be adjusted in a manner such that total value of the Options in the hands of the Option Grantee remains the same after such corporate action; and (ii) the Vesting Period and the life of the Options shall be left unaltered as far as possible to protect the rights of the Option Grantees</p> <p data-bbox="475 907 991 1135">15.3: Nothing herein is intended to or shall give the Option Grantee any right or status of any kind as a shareholder of the Company (for example, Bonus Shares, Rights Shares, dividend, voting, etc.) in respect of any Shares covered by the Grant unless the Option Grantee Exercises the Option and becomes a registered holder of the Shares of the Company.</p> <p data-bbox="475 1145 991 1321">15.4: If the Company issues Bonus or Rights Shares, the Option Grantee will not be eligible for the Bonus or Rights Shares in the capacity of an Option Grantee. However, an adjustment to the number of Options or the Exercise Price or both would be made in accordance with the Plan.</p> <p data-bbox="475 1332 667 1353">[CSOP Sub-plan]</p> <p data-bbox="475 1363 991 1601">13.3: Nothing herein is intended to or shall give the Option Grantee any right or status of any kind as a shareholder of the Company (for example, Bonus Shares, Rights Shares, dividend, voting, etc.) in respect of any Shares covered by the Grant unless the Option Grantee Exercises the Option and becomes a registered holder of the Shares of the Company.</p> <p data-bbox="475 1612 991 1806">13.4: If the Company issues Bonus or Rights Shares, the Option Grantee will not be eligible for the Bonus or Rights Shares in the capacity of an Option Grantee. However, an adjustment to the number of Options or the Exercise Price or both may be made in accordance with CSOP Sub-Plan.</p>	<p data-bbox="1002 300 1477 731">The procedure for making a fair and reasonable adjustment to the entitlement including adjustment to the number of Options and to the Exercise Price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard, the following shall, inter alia, be taken into consideration: (a) the number and price of Options shall be adjusted in a manner such that total value of the Options in the hands of the Option Grantee remains the same after such corporate action; and (b) the Vesting Period and the life of the Options shall be left unaltered as far as possible to protect the rights of the Option Grantees.</p> <p data-bbox="1002 741 1477 1011">15.3 Nothing herein is intended to or shall give the Option Grantee any right or status of any kind as a shareholder of the Company (for example, Bonus Shares, Rights Shares, dividend, voting, etc.) in respect of any Shares covered by the Grant unless the Option Grantee Exercises the Option and becomes a registered holder of the Shares of the Company.</p> <p data-bbox="1002 1021 1477 1218">15.4 If the Company issues Bonus or Rights Shares, the Option Grantee will not be eligible for the Bonus or Rights Shares in the capacity of an Option Grantee. However, an adjustment to the number of Options or the Exercise Price or both would be made in accordance with the Plan.</p>

Sr. No.	Particulars	ESOP PLAN	RSU PLAN
22	Description of the appraisal process for determining the eligibility of employees under the scheme	<p>[ESOP 2020]</p> <p>Appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.</p> <p>[CSOP Sub-plan]</p> <p>Appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its discretion (provided such discretion is exercised by the Committee fairly and reasonably), from time to time.</p>	<p>Appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.</p>
23	The specified time period within which vested options are to be exercised in the event of termination or resignation of an employee	<p>[ESOP 2020]</p> <p>All the Vested Options can as on the date of resignation/ termination can be Exercised within the 3 (three) months from the date of resignation or last working day, whichever is later. Vested Options which are not Exercised within this period shall stand cancelled.</p> <p>All the Unvested Options as on the date of resignation/ termination stand cancelled with effect from the Date of resignation or termination.</p> <p>[CSOP Sub-plan]</p> <p>The Vested Options can only be Exercised within the 3 (three) months from the date of resignation or Cessation Date, whichever is later.</p> <p>All the Unvested Options shall lapse with effect from the Cessation Date</p>	<p>All the Vested Options as on date of resignation/ termination can be Exercised on or before his/her last working day, failing which the Vested Options will lapse.</p> <p>All the Unvested Options as on date of resignation/ termination shall stand cancelled with effect from date such resignation/ termination.</p>

Sr. No.	Particulars	ESOP PLAN	RSU PLAN
24	The specified time period within which options to be exercised in the event of death of the employee	<p>[ESOP 2020]</p> <p>All the Vested Options can be Exercised by Option Grantee nominee or legal heirs within 12 (twelve) months from the occurrence of such event.</p> <p>If the Vested Options are not Exercised within this period, the same shall be cancelled.</p> <p>It is hereby clarified that the minimum period of 1 (one) year as regards Vesting will not apply. in case of death of Option Grantee, and all the Options Granted shall Vest forthwith on occurrence of such event. Further, the Company shall formulate appropriate policy in accordance with Applicable Laws as regards the Options Granted [but not vested]</p> <p>In case of death: All the Unvested Options as on the date of death shall be deemed to Vest immediately and may be Exercised by Option Grantee nominee or legal heirs within 12 (twelve) months from the occurrence of such event.</p> <p>[CSOP Sub-plan]</p> <p>The Vested Options as at the date of death of the Option Grantee can only be Exercised within the period of 12 (twelve) months from the date of death of the Option Grantee by the Option Grantee's personal representatives and shall lapse at the end of that period if unexercised.</p> <p>All the Unvested Options as on date of death of Option Grantee shall be deemed to have been Vested as on the date of death and accordingly, such Options can only be Exercised within the period of 12 (twelve) months from the date of death of the Option Grantee by the Option Grantee's personal representatives and shall lapse at the end of that period if unexercised.</p>	<p>All the Vested Options as on date of death can be Exercised or settled in cash within 12 (twelve) months from such event at such valuation which shall be decided by the Committee at its sole discretion, subject to Applicable Laws, failing which the Vested Options will lapse.</p> <p>All the Unvested Options at the time of such termination shall stand cancelled with effect from the date of such termination</p>
25	Whether scheme provides for conditions under which options or benefits vested in employees may lapse in case of termination of employment for misconduct	<p>[ESOP 2020]</p> <p>All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination.</p> <p>All the Unvested Options at the time of such termination shall stand cancelled with effect from the date of such termination</p> <p>[CSOP Sub-plan]</p> <p>Termination due to Cause</p> <p>All the Vested Options shall lapse with effect from the Cessation Date.</p> <p>All the Unvested Options shall lapse with effect from the Cessation Date.</p>	<p>All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination.</p> <p>All the Unvested Options at the time of such termination shall stand cancelled with effect from the date of such termination.</p>

Sr. No.	Particulars	ESOP PLAN	RSU PLAN
26	Whether scheme provides for conditions for the grant, vesting and exercise of options or benefits in case of employees who are on long leave	<p>[ESOP 2020]</p> <p>The Committee in accordance with this Plan refers to the Nomination and Remuneration Committee.</p> <p>The period of leave shall not be considered in determining the Vesting Period in the event the Employee is on a sabbatical. In all other events including approved earned leave and sick leave, the period of leave shall be included to calculate the Vesting Period unless otherwise determined by the Committee.</p> <p>[CSOP Sub-plan]</p> <p>The period of leave shall not be considered in determining the Vesting Period in the event the Employee is on a sabbatical. In all other events including family leave (maternity, paternity, adoption, parental or shared parental leave), the period of leave shall be included to calculate the Vesting Period and shall not be treated as a termination of employment).</p>	<p>The Committee in accordance with this Plan refers to the Nomination and Remuneration Committee.</p> <p>The period of leave shall not be considered in determining the Vesting Period in the event the Employee is on a sabbatical. In all other events including approved earned leave and sick leave, the period of leave shall be included to calculate the Vesting Period unless otherwise determined by the Committee.</p>
27	Whether amount paid/payable by the employee at the time of the grant of the options benefits will be forfeited if the employee does not exercise the same within the exercise period	<p>Procedure of Exercise</p> <p>The Options shall be deemed to be exercised when an Option Grantee makes an application in writing to the Committee or by any other mode or means as decided by the Committee, for obtaining of Shares against the Options Vested in him/her, subject to payment of Exercise Price and compliance of other requisite conditions of Exercise including satisfaction of applicable tax thereon, to the extent applicable.</p>	<p>Procedure of Exercise</p> <p>The Options shall be deemed to be Exercised when an Option Grantee makes an application in writing to the Committee or by any other mode or means as decided by the Committee, for obtaining of Shares against the Options Vested in him/her, subject to payment of Exercise Price and compliance of other requisite conditions of Exercise including satisfaction of applicable tax thereon, to the extent applicable.</p>
28	Details of approval of shareholders pursuant to regulation 6(3) of the SEBI (Share Based Employee Benefits) Regulations, 2014 with respect to:		
	a. Grant to employees of subsidiary or holding or associate Company.	28 November 2022	28 November 2022
	b. Grant to identified employees, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	NA	NA

Sr. No.	Particulars	ESOP PLAN	RSU PLAN
29	Details of the variation made to the scheme along with the rationale therefor and the details of the employees who are beneficiary of such variation	<p>There are three amendments made to the Scheme with the approval of shareholders and full disclosure of variation, the rationale therefor and the details of the employees who are beneficiaries of such variation was given in the Notice calling the meeting of shareholders.</p> <p>None of the variations were prejudicial to the interest of the option holders.</p>	<p>There are three amendments made to the Scheme with the approval of shareholders and full disclosure of variation, the rationale therefor and the details of the employees who are beneficiaries of such variation was given in the Notice calling the meeting of shareholders.</p> <p>None of the variations were prejudicial to the interest of the option holders.</p>

Item no. 8

APPOINTMENT OF MR. KRISHNAMURTHY VENUGOPALA TENNETI

Pursuant to Section 161 of the Companies Act, 2013, the Board, on 25 July 2024 appointed Mr. Krishnamurthy Venugopala Tenneti as an Additional Director in the capacity of Independent Director of the Company for a term of 5 (Five) years with effect from 28 July 2024, subject to the approval of the shareholders through a special resolution.

The Company has received the following from Mr. Krishnamurthy Venugopala Tenneti:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- (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 he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties as an Independent Director of the Company;
- (vi) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice in writing by a member proposing his candidature under Section 160 of the Act. The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Mr. Krishnamurthy Venugopala Tenneti.

In the opinion of the Board, Mr. Krishnamurthy Venugopala Tenneti the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that his skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

A copy of the letter for the appointment of Mr. Krishnamurthy Venugopala Tenneti as an Independent Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days up to 31 August 2024.

The Board considers that the continued association of Mr. Krishnamurthy Venugopala Tenneti would be of immense benefit to the Company and is desirable to continue to avail his services as an independent director. The resolution seeks the approval of members for the reappointment of Mr. Krishnamurthy Venugopala Tenneti as an independent director of the Company, for a second term of 5 (five) years effective 28 July 2024 to 27 July 2029 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 his office shall not be liable to retire by rotation.

No director, KMP or their relatives except Mr. Krishnamurthy Venugopala Tenneti, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in Item no. 5.

The Board recommends the special resolution as set out in Item no. 5 of this notice for the approval of members

Item no. 9

GRANTING NOMINATION RIGHTS TO SPECIFIC SHAREHOLDERS

Vide Shareholders' Agreement dated 29 January 2021, executed between the Company, Nadathur Group, CA Dawn, BPC Group (Nadathur Group, CA Dawn and BPC Group collectively referred to as "Investors"), Dr. Rajesh Bhaskaran Nair, Manish Gupta, Dr. Sanjay Suresh Parikh, Gaurav Kapoor and Anand Kiran Prafula Chandra Nijegal, as amended pursuant to the Supplemental and Amendment Agreement, the Second Supplemental and Amendment Agreement and Waiver cum Amendment Agreement and the Second Amendment Agreement dated 25 March 2024 to the Waiver cum Amendment Agreement (collectively, "Shareholders' Agreement") the said shareholders were granted right to nominate non exec non ind board of the Company. The said right was also part of the Articles of Association of the Company.

On 25 March 2024 the said agreement was rescinded and the Articles of the Company was amended vide special resolution passed on 27 March 2024 to remove the said right. This was done in order to facilitate listing of the Company.

The Company got listed on National Stock Exchange of India Limited and BSE Limited on 13 May 2024 and SEBI (Listing Obligations and Disclosure Requirement) Regulation 2015 is now applicable. Regulation 31B of the said Regulations provides that with the approval of shareholders via special resolution, special right to shareholders can be granted. It is proposed to give "right to nominate non-executive non-independent director on the board of the Company" in favour of the following shareholders:

- Nadathur Group: (Collectively, Nadathur Fareast Pte. Ltd. and Group Life Spring (a partnership firm represented through its partner Vida Trustees Private Limited)
- BPC Group: (Collectively, BPC Genesis Fund I SPV, Ltd. and BPC Genesis Fund I-A SPV, Ltd.)
- CA Dawn: (CA Dawn Investments)
- Dr. Rajesh Bhaskaran Nair: Non-Executive Director
- Mr. Manish Gupta: Chairman, Executive Director, Chief Executive Officer
- Dr. Sanjay Suresh Parikh: Executive Director

- (i) Nadathur Group shall have the right to nominate and recommend
 - (a) one non-executive Director to the Board of the Company for so long as Nadathur Group holds at least 10% of the share capital of the Company on a fully diluted basis; and
 - (b) two non- executive Directors to the Board of the Company for so long as Nadathur Group holds at least 20% of the share capital of the Company on a fully diluted basis, provided in the event Nadathur Group does not exercise the right to nominate at least one Director to the Board of the Company, then, subject to compliance with applicable laws, Nadathur Group shall have the right to appoint one observer on the Board of the Company by giving 15 days' prior written notice to the Company;
- (ii) Each of BPC Group and CA Dawn shall have the right to nominate and recommend one non-executive Non-Independent Director to the Board of the Company for up to two years. Upon completion of two years from the date of filing the Draft Red Herring Prospectus, each of BPC Group and CA Dawn shall have the right to nominate and recommend one non-executive Director to the Board of the Company for so long as each of them individually holds at least 10% of our share capital on a fully diluted basis;
- (iii) Dr. Rajesh Bhaskaran Nair, Mr. Manish Gupta and Dr. Sanjay Suresh Parikh shall, severally and not jointly, each have the right to nominate themselves as a Director, as long as each of them, individually, either
 - (a) continues to hold an executive position in the Company or our Subsidiaries, or
 - (b) holds, directly or indirectly, a minimum of 4% of the total issued and paid up share capital of the Company.

As the above shareholders represents the major part in the shareholding of the Company and are the principal shareholders, Company has given them the right to nominate director(s) on our Board.

No director, KMP or their relatives except Dr. Rajesh Bhaskaran Nair, Mr. Manish Gupta, Dr. Sanjay Suresh Parikh, Mr. Neeraj Bharadwaj and Mr. Mark Dzialga who are proposed to represent the aforesaid shareholders, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in Item no. 6.

The Board recommends the special resolution as set out in Item no. 6 of this notice for the approval of members

Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable secretarial standards

Mr. Sanjay Suresh Parikh

A brief resume of the director:

Dr. Sanjay Suresh Parikh is an Executive Director and Executive Vice President of our Company. He holds a bachelor of technology degree in electrical engineering from the Indian Institute of Technology, Bombay and a master of science degree (clinical engineering) from the Case Western Reserve University, Ohio, USA. He also holds a doctorate in philosophy from the Johns Hopkins University. He was appointed as a Director on the Board of our Company on 29th January 2002.

Nature of expertise in specific functional areas: He has 31 years of experience in pharmaceuticals industry and technology-led healthcare solutions provider sector.

Disclosure of relationships between directors inter-se: None

Names of listed entities in which the appointee also holds the directorship and the membership of Committees of the board: Nil

Listed entities from which the appointee has resigned in the past three years: Nil

Shareholding of the appointee in the listed entity, including shareholding as a beneficial owner: Nil

Mr. Neeraj Bhardwaj

A brief resume of the director:

Mr. Neeraj Bhardwaj is a Non-Executive Nominee Director on the Board of our Company. He holds a bachelor of science degree in economics from the University of Pennsylvania and a master's degree in business administration from the Harvard University. He is a nominee of CA Dawn Investments on the board of our Company. He was first appointed as a Director on the Board of our Company on April 16 2021

Nature of expertise in specific functional areas: He has several years of experience in private equity. He is a managing director of Carlyle Asia Buyout Fund

Disclosure of relationships between directors inter-se: None

Names of listed entities in which the appointee also holds the directorship and the membership of Committees of the board:

As per the LODR Regulations, an independent director may hold directorships in 7 (seven) listed companies. Neeraj holds 3 (three) independent directorships, which is significantly lower than the limit prescribed under the LODR Regulations. Details of his directorships in listed entities are given below:

- Piramal Pharma Limited;
- Sequent Scientific Limited;

Listed entities from which the appointee has resigned in the past three years:

Name of the Company	Date of Cessation
Delhivery Limited	13 October 2021

Shareholding of the appointee in the listed entity, including shareholding as a beneficial owner: Nil

Mr. Krishnamurthy Venugopala Tenneti

A brief resume of the director:

Krishnamurthy Venugopala Tenneti is a Non-Executive Independent Director on the Board of our Company. He holds a bachelor of technology degree in electrical engineering from the Indian Institute of Technology, Madras and a post graduate diploma in business administration from the Indian Institute of Management, Ahmedabad. He has been an advisor to the board of ANI Technologies Private Limited since 2017 and has experience in management advisory. He was a Non-Executive Director on the Board of our Company from 29 September 2008 to 26 July 2022. Thereafter, he was appointed as a Non-Executive Independent Director with effect from 28 July 2022.

Nature of expertise in specific functional areas: Management advisory

Disclosure of relationships between directors inter-se: None

Names of listed entities in which the appointee also holds the directorship and the membership of Committees of the board: Nil

Listed entities from which the appointee has resigned in the past three years: Nil

Shareholding of the appointee in the listed entity, including shareholding as a beneficial owner: Nil

The skills and capabilities required for the role and the manner in which the proposed person meets such requirements: The Board was satisfied that the appointment of Mr. Krishnamurthy Venugopala Tenneti is justified due to the following reasons:

- His experience of serving on the diversified boards of various companies.
- He has extensive experience in management advisory.

Instructions for e-voting

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

The remote e-voting period begins on Tuesday, 3 September 2024 at 9:00 A.M. and ends on Friday, 6 September 2024 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. 29 August 2024, 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 29 August 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:



Step 1: Access to 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 SEBI circular dated 9 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 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.	<ol style="list-style-type: none"> 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. 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

Type of shareholders	Login Method
	<p>3. 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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.</p> <p>2. 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 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.</p> <p>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.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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, 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 Shareholders (holding securities in demat mode) login through their depository participants	<p>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 or joining virtual meeting & voting during the meeting.</p>

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 22 55 33

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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

and the system will force you to change your password.

- 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'

- 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 shareholders 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) 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.

How to 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 for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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.

General Guidelines for shareholders

1. Institutional shareholders (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 attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to madhweshpcs@acms.pro with a copy marked to evoting@nsdl.com. Institutional shareholders (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 Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Amit Vishal/ Ms. Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids 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), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance.officer@indegene.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance.officer@indegene.com. If you are an Individual shareholders 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 9 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 ID correctly in their demat account in order to access e-Voting facility.

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 . The same will be replied by the Company suitably.

Information at a glance

Particulars	Details
Time and date of AGM	16:30 hours IST, Friday, 06 September 2024
Mode	Video conference and other audio-visual means
Helpline number for VC participation	022-24994545/ 022-24994360
Cut-off date for e-voting	29 August 2024
E-voting start time and date	9:00 a.m. IST, Tuesday, 3 September 2024
E-voting end time and date	5:00 p.m. IST, Thursday, 5 September 2024
E-voting website of NSDL	https://www.evoting.nsdl.com/
Name, address and contact details of e-voting serviceprovider	<p>Mr. Amit Vishal Deputy Vice President National Securities Depository Limited, TradeWorld, 'A'Wing, 4th Floor , Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, MUMBAI - 400 013 022-24994360</p> <p>Ms. Pallavi Mhatre Senior Manager National Securities Depository Limited, TradeWorld, 'A'Wing, 4th Floor , Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, MUMBAI - 400 013 022-24994545</p>
Name, address and contact details of Registrar and Transfer Agent	<p>Mr. Ashok Sherugar AVP Technology Group Link Intime India Private Limited C-101, 247 Park, LBS Marg, Vikhroli, West, Mumbai - 400083 022 - 49186000</p>