

INDGN/SE/2024-25/120

March 17, 2025

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001, India. Scrip Code: 544172	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051, India. Trading symbol: INDGN
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Dear Sir / Madam,

Sub: Postal Ballot Notice

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice of the Company dated March 13, 2025 along with Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Notice') for seeking approval of the Members of the Company on the following resolutions and forming part of the Notice.

Sr. No	Resolution	Type of Resolution
1.	Re-appointment of Mr. Jairaj Manohar Purandare (DIN: 00159886) as Independent Director and increase in Commission	Special Resolution
2.	Re-appointment of Dr. Ashish Gupta (DIN: 00521511) as Independent Director and increase in Commission	Special Resolution
3.	Re-appointment of Mr. Pravin Udhyavara Bhadya Rao (DIN: 06782450) as Independent Director and increase in Commission	Special Resolution
4.	Increase in Commission payable to Mr. Krishnamurthy Venugopala Tenneti (DIN: 01338477), Independent Director	Special Resolution


In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, this Notice is being sent only through electronic mode to those members whose e-mail IDs are registered with the Company / Depositories / Registrar and Share Transfer Agent and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, March 7, 2025 ('Cut-off date'). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.



Indegene Limited (Formerly Indegene Private Limited),
Third Floor, Aspen G-4 Block, Manyata Embassy
Business Park (SEZ), Outer Ring Road, Nagawara,
Bengaluru- 560 045, Karnataka, India

Phone: +91 80 4674 4567, +91 80 4644 7777
www.indegene.com

CIN: U73100KA1998PLC102040



The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-Voting facility to its members. The remote e-Voting period commences from 09:00 a.m. (IST) on Wednesday, March 19, 2025 and ends at 05:00 p.m. (IST) on Thursday, April 17, 2025. The e-Voting module shall be disabled by NSDL thereafter. Please note that communication of assent or dissent of the Members would only take place through the remote e-Voting system. The instructions for remote e-Voting form part of the 'Notes' section to the Notice.

The results of the postal ballot will be announced on or before Tuesday, April 22, 2024 (5:00 p.m. IST).

The said Notice is also being made available on the website of the Company at <https://ir.indegene.com> and on the website of NSDL at www.evoting.nsdl.com.

This is for your information and records.

**Yours Sincerely,
For Indegene Limited**

**Srishti Ramesh Kaushik
Company Secretary and Compliance officer**



INDEGENE LIMITED

CIN: U73100KA1998PLC102040

Registered Office: Aspen G4, 3rd floor, Manyata Embassy Business Park Outer Ring Road,
Nagavara, Bengaluru – 560045

Phone: +91 80 4674 4567/ +91 80 4644 7777; **Email:** compliance.officer@indegene.com

Website: www.indegene.com

Postal Ballot Notice

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

VOTING STARTS ON	VOTING ENDS ON
Wednesday, March 19, 2025 at 9:00 a.m. (IST)	Thursday, April 17, 2025 at 5:00 p.m. (IST)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“**the Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (“**the Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), read with General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 03/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023 and 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs, Government of India (“**the MCA Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the Special Business as set out hereunder by passing Special Resolution by way of postal ballot, only by voting through electronic means (“**remote e-voting**”).

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (“**Notice**”) for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with Indegene Limited (“**the Company**”)/ MUFG Intime India Private Limited (formally known as Link Intime India Private Limited), the Company’s Registrars and Transfer Agent (“**RTA**”) / National Securities Depository Limited (“**NSDL**”) and/or Central Depository Services (India) Limited (“**CDSL**”), (NSDL and CDSL collectively “**Depositories**”). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not

being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through remote e-voting.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting. The Notice is also available on the website of the Company at <https://www.indegene.com>.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Thursday, April 17, 2025. The remote e-voting facility will be disabled by NSDL immediately thereafter.

Special Business:

Item No. 1 – Re-appointment of Mr. Jairaj Manohar Purandare (DIN: 00159886) as Independent Director and increase in Commission

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

“**RESOLVED THAT** pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Jairaj Manohar Purandare (DIN: 00159886), who holds office as an Independent Director upto April 27, 2025 and 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(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, for a period of 5 (Five) years effective from April 28, 2025 till April 27, 2030, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), recommendation of the Nomination and Remuneration Committee and that of the Board, the increase in remuneration, by way of commission to be paid to Mr. Jairaj Manohar Purandare from existing Rs. 40,00,000/- per annum to Rs. 50,00,000/- per annum, be and is hereby approved with effect from April 28, 2025.

RESOLVED FURTHER THAT the above Commission shall be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board and/or other meetings being paid to Mr. Jairaj Manohar Purandare and the quantum, proportion and manner of such payment and distribution to be made as the Board of Directors of the Company may from time to time decide.

RESOLVED FURTHER THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, approval of the members be and is hereby accorded to increase the Commission payable to Mr. Jairaj Manohar Purandare by Rs. 2,00,000/- every year during his 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 remuneration in such manner as may be agreed to between the Board and Mr. Jairaj Manohar Purandare within the approved limits.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, 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 authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, 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 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.”

Item No. 2 – Re-appointment of Dr. Ashish Gupta (DIN: 00521511) as Independent Director and increase in Commission

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

“**RESOLVED THAT** pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Dr. Ashish Gupta (DIN: 00521511), who holds office as an Independent Director upto April 27, 2025 and 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(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, for a period of 5 (Five) years effective from April 28, 2025 till April 27, 2030, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), recommendation of the Nomination and Remuneration Committee and that of the Board, the increase in remuneration, by way

of commission to be paid to Dr. Ashish Gupta from existing Rs. 90,00,000/- per annum to Rs. 1,00,00,000/- per annum, be and is hereby approved with effect from April 28, 2025.

RESOLVED FURTHER THAT the above Commission shall be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board and/or other meetings being paid to Dr. Ashish Gupta and the quantum, proportion and manner of such payment and distribution to be made as the Board of Directors of the Company may from time to time decide.

RESOLVED FURTHER THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, approval of the members be and is hereby accorded to increase the Commission payable to Dr. Ashish Gupta by Rs. 2,00,000/- every year during his 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 remuneration in such manner as may be agreed to between the Board and Dr. Ashish Gupta within the approved limits.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, 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 authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, 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 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.”

Item No. 3 – Re-appointment of Mr. Pravin Udhyavara Bhadya Rao (DIN: 06782450) as Independent Director and increase in Commission

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

“**RESOLVED THAT** pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Pravin Udhyavara Bhadya Rao (DIN: 06782450), who holds office as an Independent Director upto June 07, 2025 and 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(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, for a period of 5 (Five) years effective from June 08, 2025 till June 07, 2030, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), recommendation of the

Nomination and Remuneration Committee and that of the Board, the increase in remuneration, by way of commission to be paid to Mr. Pravin Udhyavara Bhadya Rao from existing Rs. 40,00,000/- per annum to Rs. 50,00,000/- per annum, be and is hereby approved with effect from June 8, 2025.

RESOLVED FURTHER THAT the above Commission shall be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board and/or other meetings being paid to Mr. Pravin Udhyavara Bhadya Rao and the quantum, proportion and manner of such payment and distribution to be made as the Board of Directors of the Company may from time to time decide.

RESOLVED FURTHER THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, approval of the members be and is hereby accorded to increase the Commission payable to Mr. Pravin Udhyavara Bhadya Rao by Rs. 2,00,000/- every year during his 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 remuneration in such manner as may be agreed to between the Board and Mr. Pravin Udhyavara Bhadya Rao within the approved limits.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, 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 authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, 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 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.”

Item No. 4 – Increase in Commission payable to Mr. Krishnamurthy Venugopala Tenneti (DIN: 01338477), Independent Director

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

RESOLVED THAT pursuant to the provisions of Section 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), recommendation of the Nomination and Remuneration Committee and that of the Board, the increase in remuneration, by way of commission to be paid to Mr. Krishnamurthy Venugopala Tenneti, from existing Rs. 40,00,000/- per annum to Rs. 50,00,000/- per annum, be and is hereby approved with effect from July 28 2025.

RESOLVED FURTHER THAT the above Commission shall be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board and/or other meetings being paid to Mr. Krishnamurthy Venugopala Tenneti and the quantum, proportion and manner of such payment and distribution to be made as the Board of Directors of the Company may from time to time decide.



RESOLVED FURTHER THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, approval of the members be and is hereby accorded to increase the Commission payable to Mr. Krishnamurthy Venugopala Tenneti by Rs. 2,00,000/- every year during his 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 remuneration in such manner as may be agreed to between the Board and Mr. Krishnamurthy Venugopala Tenneti within the approved limits.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, 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 authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, 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 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.”

Registered Office:

Aspen G4, 3rd floor, Manyata Embassy Business Park,
Outer Ring Road, Nagavara, Bengaluru -560045

CIN: U73100KA1998PLC102040

Email: compliance.officer@indegene.com

Place: Bengaluru

Date: March 13, 2025

By order of the Board of Directors
for Indegene Limited

Sd/-

Srishti Ramesh Kaushik

Company Secretary and Compliance Officer

Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the LODR Regulations and SS-2, each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms an integral part of this Notice.
2. This Postal Ballot Notice is being sent ONLY to those members whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories/ MUFG Intime India Private Limited, the Company's Registrars and Transfer Agent ('RTA'), and whose email address is registered with the Company/RTA/Depositories/Depository Participants, as on **March 07, 2025** ("the Cut-off Date").
3. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
4. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **March 07, 2025**, being the Cut-off Date fixed for the purpose.
5. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., **April 17, 2025**. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
6. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within two working days from the conclusion of e-voting i.e. on or before **Tuesday, April 22, 2025** and will also be displayed on the Company website <https://www.indegene.com/>, on the website of NSDL www.evoting.nsdl.com, and communicated to the Stock Exchanges and Registrar and Share Transfer Agent (RTA).
7. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. **April 17, 2025**. Members may send their requests to compliance.officer@indegene.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
8. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).
9. Those Members who have already registered their email addresses are requested to keep the same validated with their DPs/Depositories/RTA to enable serving of notices/documents/Annual Reports and other communications electronically to their email address in future.
10. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

11. The instructions for Equity Shareholders for remote e-voting are as under:




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 for individual shareholders holding securities in demat mode In terms of the Securities and Exchange Board of India (‘SEBI’) circular dated December 9, 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.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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

	<p>redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</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> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>a) 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 use your existing my easi username & password.</p> <p>b) 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. 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>c) 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>d) 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>

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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.</p>
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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 shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

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 133328 then user ID is 133328001***

5. Password details for shareholders other than Individual shareholders 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 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.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 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 is in active status.
2. Select 'EVEN' of company i.e. 133328, 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 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.
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. If you are an Individual shareholder 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. In terms of SEBI circular dated December 9, 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 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 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 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, Deputy Vice-President - NSDL at evoting@nsdl.com.
4. The Board of Directors have appointed Mr. Madhwesh K, Practicing Company Secretary, (Membership No. ACS 21477) (CP No. 10897), as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.



5. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, and the results will be announced within two working days from the conclusion of the e-voting i.e. on or before 5:00 p.m. (IST) on Tuesday, April 22, 2025. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

6. The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website at <https://www.indegene.com/> and on the website of NSDL www.evoting.nsdl.com and the same shall be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. on Thursday, April 17, 2025.

Registered Office:

Aspen G4, 3rd floor, Manyata Embassy Business Park,
Outer Ring Road, Nagavara, Bengaluru -560045
CIN: U73100KA1998PLC102040
Email: compliance.officer@indegene.com

By order of the Board of Directors
for Indegene Limited
Sd/-
Srishti Ramesh Kaushik
Company Secretary and Compliance Officer

Place: Bengaluru

Date: March 13, 2025

EXPLANATORY STATEMENT

Statement Pursuant to Section 102 (1) and 110 of the Companies Act, 2013 (“Act”)

The following explanatory statement sets out material facts relating to the proposed resolutions mentioned in the accompanying Notice

Item 1 to 3

Mr. Jairaj Manohar Purandare (DIN: 00159886) (“Mr. Purandare”) was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Appointment Rules by the Board, effective April 28, 2022, to hold office up to April 27, 2025. The members, at the Extra – Ordinary General Meeting (EOGM) held on July 01, 2022, had approved the same. His first term as an Independent Director ends on April 27, 2025. As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each. Mr. Purandare fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations.

Dr. Ashish Gupta (DIN: 00521511) (“Dr. Gupta”) was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Appointment Rules by the Board, effective April 28, 2022, to hold office up to April 27, 2025. The members, at the Extra – Ordinary General Meeting (EOGM) held on July 01, 2022, had approved the same. His first term as an Independent Director ends on April 27, 2025. As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each. Dr. Gupta fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations.

Mr. Pravin Udhavara Bhadya Rao (DIN: 06782450) (“Mr. Rao”) was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Appointment Rules by the Board, effective June 08, 2022, to hold office up to June 07, 2025. The members, at the Extra – Ordinary General Meeting (EOGM) held on July 01, 2022, had approved the same. His first term as an Independent Director ends on June 07, 2025. As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each. Mr. Rao fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations.

The Nomination and Remuneration Committee (NRC), after meticulously evaluating performance of Mr. Purandare, Dr. Gupta and Mr. Rao, during their first 3–year term, and taking into account their exceptional knowledge, strategic acumen, profound expertise, invaluable experience, significant contributions, and unwavering commitment, has resolutely recommended to the Board their reappointment for a second term of 5 years.

The Board is firmly of the view that the continued association of Mr. Purandare, Dr. Gupta and Mr. Rao would yield substantial advantages for the Company. Accordingly, it is deemed imperative to persist in leveraging their esteemed expertise and services as Independent Directors.

Pursuant to Sections 149, 152 and other applicable provisions of the Act and the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”) made thereunder

(including any statutory modification(s) or re-enactment(s) thereof), the resolution seeks the approval of members for the re-appointment of:

- Mr. Purandare as an Independent Director of the Company, for a second term of 5 (five) years effective April 28, 2025 up to April 27, 2030, (both days inclusive), not liable to retire by rotation;
- Dr. Gupta as an Independent Director of the Company, for a second term of 5 (five) years effective April 28, 2025 up to April 27, 2030, (both days inclusive) not liable to retire by rotation; and
- Mr. Rao as an Independent Director of the Company, for a second term of 5 (five) years effective June 08, 2025 up to June 07, 2030, (both days inclusive), not liable to retire by rotation

The Company has received all statutory disclosures / declarations from each of the above Independent Directors, 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 he is not disqualified under of Section 164 of the Act,
- (iii) Declaration to the effect that he 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 SEBI (LODR) Regulations, 2015 and,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he 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 he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company

The Company has also received a notice in writing by a member proposing their candidature under Section 160(1) of the Act.

In the opinion of the Board and based on its evaluation, Mr. Purandare, Dr. Gupta and Mr. Rao fulfil the conditions specified in the Act, and Rules made thereunder and LODR Regulations for their re-appointment as Independent Director of the Company and that they are independent of the Management of the Company.

In the considered opinion of the Board, Mr. Purandare, Dr. Gupta and Mr. Rao unequivocally satisfy the requisite conditions for independence as delineated in the Act, the rules promulgated thereunder, the SEBI Listing Regulations, and other applicable laws and regulations in force. The Board further affirms that they maintain independence from the Management. Additionally, the Board observed that the distinguished backgrounds and expertise of Mr. Purandare, Dr. Gupta and Mr. Rao are congruent with the roles and competencies identified by the Nomination and Remuneration Committee (NRC), thereby confirming their eligibility for reappointment as Independent Directors for a second term.

The members of the Company in their Extra – Ordinary General Meeting (EOGM) held on November 28, 2022 approved Commission payable to the Non-Executive Directors including Independent Directors upto 6% of the net profits of the Company. The members also approved Commission payable to Mr. Purandare, Dr. Gupta and Mr. Rao as under:

No.	Name of the Independent Director	Commission Payable (in INR)
1.	Mr. Jairaj Manohar Purandare	Rs. 40,00,000/-
2.	Dr. Ashish Gupta	Rs. 90,00,000/-
3.	Mr. Pravin Udhyavara Bhadya Rao	Rs. 40,00,000/-

The Independent Directors of the Company are eminent professionals, renowned for their extensive expertise and distinguished experience across a broad spectrum of critical domains, including business leadership, corporate governance, ethics & ESG, strategic planning & implementation, financial acumen & risk assessment, operations, sales & marketing, innovation, as well as information technology & digital transformation. Their strategic foresight and invaluable contributions have been instrumental in shaping and steering the Company’s long-term trajectory, while providing rigorous oversight in the areas of risk management and compliance.

Under their adept guidance, the Company has witnessed substantial growth, with marked improvements in both revenue and profitability. Notably, the Independent Directors have consistently attended Board meetings, relevant committee meetings, and the Annual General Meeting since their respective appointments, underscoring their unwavering commitment, dedication, and active role in furthering the Company's objectives and success.

As the Company continues to expand in scale and complexity, coupled with an increased demand for their time, expertise, and oversight, it is proposed to adjust their commission to reflect the augmented responsibilities, contributions, and strategic value they bring to the Company's sustained prosperity.

The remuneration by way of commission shall be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board and/or other meetings being paid to Mr. Purandare, Dr. Gupta and Mr. Rao and the quantum, proportion and manner of such payment and distribution to be made as the Board of Directors of the Company may from time to time decide.

Considering the above, the Nomination and remuneration Committee and the Board have recommended increase in the Commission for the aforesaid Independent Directors as under:

No.	Name of the Independent Director	Commission Payable (in INR)	Effective Date
1.	Jairaj Manohar Purandare	Rs. 50,00,000/-	April 28, 2025
2.	Dr. Ashish Gupta	Rs. 1,00,00,000/-	April 28, 2025
3.	Pravin Udhyavara Bhadya Rao	Rs. 50,00,000/-	June 08, 2025

The justification for awarding a commission of Rs. 1 Crore per annum to Dr. Gupta, as opposed to Rs. 50 Lakhs per annum to Mr. Purandare and Mr. Rao, is primarily based on Dr. Gupta 's residency in the USA, which warrants an adjusted compensation structure to account for the complexities associated with his international location.

The Commission payable to Mr. Purandare, Dr. Gupta and Mr. Rao is proposed to be increased by Rs. 2,00,000/- every year during their term as may be approved by shareholders through this Postal Ballot.

The Commission payable to the Independent Directors shall be in accordance with the Nomination and Remuneration Policy and within the limit of 6% of the net profit of the Company computed in accordance with Section 198 of the Companies Act 2013 as approved by the shareholders in their Extra - Ordinary General Meeting (EOGM) held on November 28, 2022 subject to separate approval of shareholders under Section II, Part II of Schedule V of Companies Act 2013 in the event the Company has no or inadequate profits.

A copy of draft letter of appointment constituting terms and conditions of appointment would be available for inspection by the members only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. April 17, 2025. Members may send their requests to compliance.officer@indegene.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.

The other details of Mr. Purandare, Dr. Gupta and Mr. Rao in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 are given in Annexure I to this Notice.

Except for Mr. Jairaj Manohar Purandare, Dr. Ashish Gupta, and Mr. Pravin Udhavara Bhadya Rao and their relatives to the extent of their shareholding, none of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, interested or concerned, financially or otherwise in the said resolution.

The Board of Directors of your Company, therefore, recommend re-appointment and the revision in Commission payable to Independent Directors set out at item no. 1 to 3 of the notice, for the approval of the members.

Item 4

Mr. Krishnamurthy Venugopala Tenneti served as Non-Executive Director on the Board of our Company with effect from September 29, 2008 till July 26, 2022. Thereafter, he was appointed as a Non-Executive Independent Director with effect from July 28, 2022 for a term of two years up to July 27, 2024. He was re-appointed as a Non-Executive Independent Director for a second term of 5 years effective from July 28, 2024 up to July 27, 2029.

Section 197 of the Companies Act, 2013 permits payment of remuneration to Non-Executive Directors of a Company by way of commission. The shareholders at the EOGM held on November 28, 2022, had approved the payment of remuneration to the Non-Executive Directors of the Company not exceeding the overall limit i.e., upto a maximum of 6% (six percent) of net profits computed in accordance with Section 198 of the Companies Act 2013 subject to separate approval of shareholders under Section II, Part II of Schedule V of Companies Act 2013 in the event the Company has no or inadequate profits.

Though shareholders have approved payment of overall commission up to a maximum of 6% (six percent) of net profits of the Company for each year, the actual commission paid to the Non-Executive Directors is restricted to a fixed sum within the above limit. In the EOGM held on November 28, 2022, Commission for Mr. Krishnamurthy was approved as Rs. 40,00,000/- per annum which is proposed to be revised to Rs. 50,00,000/- per annum.

In light of the proposed revision in the Commission for other Independent Directors, and with the aim of ensuring uniformity across the compensation structure, the Nomination and Remuneration Committee, along with the Board, has recommended an adjustment to the commission to be paid to Mr. Krishnamurthy Venugopala Tenneti ("Mr. Krishnamurthy").

It is imperative to underscore that Mr. Krishnamurthy Venugopala Tenneti, in his role as Non-Executive Independent Director on the Board, has steadfastly assumed fiduciary duties towards the Company and its stakeholders. His invaluable contributions have been evident in providing strategic management counsel, engaging proactively in the decision-making process, and significantly advancing business development, governance, long-term strategy, and regulatory compliance.

As per the terms of the applicable provisions of the Companies Act, 2013 and its applicable Rules, and SEBI Listing Regulations based on the recommendation of the Nomination and Remuneration Committee, the Board recommends increasing the remuneration, by way of Commission to be paid to Mr. Krishnamurthy Venugopala Tenneti, from existing Rs. 40,00,000/- per annum to Rs. 50,00,000/- per annum, with effect from July 28, 2025.

The remuneration by way of commission shall be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board and/or other meetings being paid to Mr. Krishnamurthy Venugopala Tenneti and the quantum, proportion and manner of such payment and distribution to be made as the Board of Directors of the Company may from time to time decide.

The Commission payable to Mr. Krishnamurthy Venugopala Tenneti is proposed to be increased by Rs. 2,00,000/- every year during his term as may be approved by shareholders through this Postal Ballot.

The other details of Mr. Krishnamurthy in terms of Secretarial Standard-2 are given in Annexure I to this Notice.

No director, KMP or their relatives except Mr. Krishnamurthy Venugopala Tenneti and his relatives to the extent of their shareholding, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 4.

The Board of Directors of your Company, therefore, recommend the revision in Commission payable to Mr. Krishnamurthy Venugopala Tenneti set out at item no. 4 of the notice, for the approval of the members of the Company.

Additional information under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards as applicable:**Mr. Jairaj Manohar Purandare**

Mr. Purandare holds a Bachelor of Science degree from the University of Bombay. He is a qualified Chartered Accountant. Previously, he was an Executive Director at PricewaterhouseCoopers Private Limited where he was member of the India leadership team as markets and industries leader and western India region managing partner and has been the Chairman of Ernst & Young LLP. He is a member of the YPO Gold Mumbai Chapter. He was a member of Central Direct Taxes Advisory Committee of the Government of India constituted in 2008.

Age: 66 years

DIN: 00159886

Experience / Nature of expertise in specific functional areas:

Mr. Purandare is the Founder Chairman of JMP Advisors Pvt Ltd, a leading advisory, tax and regulatory services firm, based in Mumbai, India. He has more than three and half decades of experience in tax and business advisory matters and is an authority on tax and regulation. He has considerable experience across the Financial Services, Infrastructure, Power, Telecom, Media, Pharma and Auto sectors. International Tax Review (Euromoney), in its report – World’s Leading Tax Advisors, has named him several times as among the leading Tax Advisors in India.

Skills and capabilities required for the role and the manner in which Mr. Purandare meets such requirements:

Mr. Purandare is a frequent speaker at seminars both in India and abroad, having presented numerous papers in his areas of expertise, which include inbound/outbound investment structuring, international tax, transfer pricing, mergers and acquisitions (M&As), as well as insights into the Indian Budget and Economy. In addition, he serves as an Independent Director on the boards of several esteemed companies.

Mr. Purandare's extensive experience in taxation and his leadership roles in various committees demonstrate his strong qualifications for the position of Independent Director of the Company. As the Chairman of the Audit and Stakeholders Relationship Committee, he brings valuable insight into financial and governance matters. Additionally, his membership in the Nomination and Remuneration Committee highlights his understanding of corporate governance, human resources, and executive compensation. These roles underscore his well-rounded expertise, making him well-suited to provide independent oversight and strategic guidance to the Company.

Inter-se relationships with directors and key managerial personnel: None

Listed companies in which Mr. Purandare holds directorship and committee membership/Chairmanships (other than Indegene Limited)

Board membership in listed entities	
1.	CIE Automotive India Limited
2.	Piramal Pharma Limited
3.	HDFC Asset Management Company Limited

Committee membership in listed entities	
1. CIE Automotive India Limited	
	<ul style="list-style-type: none"> • Chairman of Stakeholders' Relationship Committee • Member of Audit Committee • Member of Corporate Social Responsibility Committee
2. Piramal Pharma Limited	
	<ul style="list-style-type: none"> • Chairman of Audit Committee • Chairman of Corporate Social Responsibility Committee • Member of Nomination & Remuneration Committee • Member of Sustainability and Risk Management Committee
3. HDFC Asset Management Company Limited	
	<ul style="list-style-type: none"> • Chairman of Nomination and Remuneration Committee • Member of Audit Committee • Member of Stakeholders Relationship Committee

Shareholding in the Company: Holding 27,610 equity shares

Key terms and conditions of reappointment: As per the resolution in Item no. 1 of this Notice read with the explanatory statement thereto

Remuneration proposed to be paid: He shall be paid remuneration by way of commission of Rs. 50,00,000/- per annum, with effect from 28th April 2025 with increase in commission by Rs. 2,00,000/- every year during his term. In addition to the commission, sitting fee and reimbursement of expenses for attending the meetings of the Board and/Committees shall be paid to Mr. Purandare.



Date of first appointment on Board: Mr. Purandare was first appointed on the Board as an Independent Director with effect from April 28, 2022.

Last drawn remuneration: Sitting fees for attending the Board/Committee meetings and Commission of Rs. 40,00,000/- subject to applicable taxes.

Number of Board meetings attended: During the year, Mr. Purandare has attended 7 out of 7 Board meetings.

Listed Entities from which Mr. Purandare has resigned as Director in past 3 years:

Name of the Company	Date of Cessation
S H Kelkar and Company Limited	19.02.2022

Dr. Ashish Gupta



Dr. Gupta holds a Bachelor of Technology degree in Computer Science and Engineering from the Indian Institute of Technology, Kanpur where he received the President’s gold medal on being adjudged as the best outgoing undergraduate student in 1988. He is a Doctor of Philosophy in Computer Science from the Leland Stanford Junior University, California. He is also an Independent Director on the Board of Info Edge (India) Limited since 2017.

Age: 59 years

DIN: 00521511

Experience / Nature of expertise in specific functional areas:

Dr. Gupta has been involved in several startups in the U.S. and in India as an investor and a board member. These include Daksh, now part of International Business Machines (IBM). He is also a co-founder of Tavant Technologies. Before working at Tavant Technologies, Dr. Gupta was at Amazon.com which he joined in 1998 with the acquisition of Jungle. com where Dr. Gupta was co-founder, vice president of engineering, and a board member. He has also worked at Oracle Corporation and at IBM’s Almaden Research Center.

Skills and capabilities required for the role and the manner in which Dr. Gupta meets such requirements:

Dr. Gupta has published and presented numerous papers at international conferences as well as edited a book on “materialized views” published by Massachusetts Institute of Technology press. His extensive experience and advanced capabilities in Information Technology make him a key asset to the company, particularly in navigating complex technological challenges. His work not only enhances his credibility but also provides the company with critical insights into the evolving landscape of IT, enabling the organization to stay at the forefront of technological innovation and implement best practices.

Inter-se relationships with directors and key managerial personnel: None

Listed companies in which Dr. Gupta holds directorship and committee membership/Chairmanships (other than Indegene Limited)

Board membership in listed entities	
1.	Info Edge (India) Limited

Committee membership in listed entities
1. Info Edge (India) Limited
<ul style="list-style-type: none"> • Chairman of Nomination & Remuneration Committee • Member of Risk Management Committee

Shareholding in the Company: Holding 1,85,724 equity shares

Key terms and conditions of reappointment: As per the resolution in Item no. 2 of this Notice read with the explanatory statement thereto.

Remuneration proposed to be paid: He shall be paid remuneration by way of commission of Rs. 1,00,00,000/- per annum, with effect from 28th April 2025 with increase in commission by Rs. 2,00,000/- every year during his term. In addition to the commission, sitting fee and reimbursement of expenses for attending the meetings of the Board and/Committees shall be paid to Dr. Gupta.

Date of first appointment on Board: Dr.Gupta was first appointed on the Board as an Independent Director with effect from April 28, 2022.

Last drawn remuneration: Sitting fees for attending the Board/Committee meetings and Commission of Rs. 90,00,000/- subject to applicable taxes.

Number of Board meetings attended: During the year, Dr. Gupta has attended 6 out of 7 Board meetings.

Listed Entities from which Dr. Gupta has resigned as Director in past 3 years:

Name of the Company	Date of Cessation
Hindustan Unilever Limited	27.06.2023

Mr. Pravin Udhayavara Bhadya Rao



Mr. Rao holds a Bachelor of Engineering degree from Bangalore University. He has 36 years of experience in the Information Technology sector. Previously, he was the Chief Operating Officer at Infosys Limited.

Age: 64 years

DIN: 06782450

Experience / Nature of expertise in specific functional areas:

Mr. Rao is former Chief Operating Officer (COO) of Infosys and a Whole-time Director of the Board. Since joining Infosys in 1986, he has held a number of senior leadership roles including Interim Chief Executive Officer and Managing Director, Chief Operating Officer, Head of Infrastructure Management Services, Delivery Head for Europe, and Head of Retail, Consumer Packaged Goods, Logistics and Life Sciences. He was inducted on January 10, 2014 as a member of the Board. He was elevated to COO in August 2014. He was a member of the Stakeholder Relationship Committee and the Corporate Social Responsibility Committee of the Board. In addition, he participated in all Board committee meetings as Management representative. As the COO, Mr. Rao had overall strategic and operational responsibility for the entire portfolio of the Infosys's offerings. Mr. Rao oversaw the key functions of global delivery and business enablement.

He was Chairman of the National Association of Software and Service Companies (NASSCOM) in FY 2021. He was a member of Executive Council of NASSCOM from 2016 through 2022. He was also a member of the National Council of the Confederation of Indian Industry (CII) from 2016 to 2021.

He also serves as Independent Director on the Boards of Axis Finance Limited, Suven Pharmaceuticals Limited, Zensar Technologies Limited and CAMS.

Skills and capabilities required for the role and the manner in which Mr. Rao meets such requirements:

Mr. Rao's extensive experience equips him with essential capabilities for an Independent Director. He has strong financial acumen and risk management expertise, having been involved in financial oversight and managing operational risks. Additionally, his experience in corporate governance, including his work with the Stakeholder Relationship and Corporate Social Responsibility Committees, enhances his ability to uphold high governance standards. Rao's ability to align strategy, manage risks, and ensure transparency and ethical practices positions him as an effective Independent Director.

Inter-se relationships with directors and key managerial personnel: None

Listed companies in which Mr. Rao holds directorship and committee membership/Chairmanships (other than Indegene Limited)

Board membership in listed entities	
1.	Computer Age Management Services Limited
2.	Suven Pharmaceuticals Limited
3.	Zensar Technologies Limited
4.	Axis Finance Limited (Unlisted Public Company)

Committee membership in listed entities	
1. Computer Age Management Services Limited	
<ul style="list-style-type: none"> • Member of Stakeholders' Relationship Committee • Member of Risk Management Committee • Chairman of IT Strategy Committee 	
2. Suven Pharmaceuticals Limited	
<ul style="list-style-type: none"> • Member of Audit Committee • Member of Stakeholders' Relationship Committee • Member of Risk Management Committee 	
3. Zensar Technologies Limited	
<ul style="list-style-type: none"> • Chairman of Nomination and Remuneration Committee • Chairman of Stakeholder Relationship Committee • Member of Audit Committee • Member of Risk Management Committee 	
4. Axis Finance Limited	
<ul style="list-style-type: none"> • Chairman of Nomination & Remuneration Committee • Chairman of IT Strategy Committee • Member of Risk Management Committee • Member of Corporate Social Responsibility Committee • Member of Customer Grievance Redressal Committee 	

Shareholding in the Company: Nil

Key terms and conditions of reappointment: As per the resolution in Item no. 3 of this Notice read with the explanatory statement thereto

Remuneration proposed to be paid: He shall be paid remuneration by way of commission of Rs. 50,00,000/- per annum, with effect from 8th June 2025 with increase in commission by Rs. 2,00,000 every year during his term. In addition to the commission, sitting fee and reimbursement of expenses for attending the meetings of the Board and/Committees shall be paid to Mr. Rao.



Date of first appointment on Board: Mr. Rao was first appointed on the Board as an Independent Director with effect from June 8, 2022.

Last drawn remuneration: Sitting fees for attending the Board/Committee meetings and Commission of Rs. 40,00,000/- subject to applicable taxes.

Number of Board meetings attended: During the year, Mr. Rao has attended 7 out of 7 Board meetings.

Listed Entities from which Mr. Rao has resigned as Director in past 3 years: Nil

Mr. Krishnamurthy Venugopala Tenneti



Qualification and Experience

Mr. Krishnamurthy 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.

Age: 80 years

DIN: 01338477

Inter-se relationships with directors and key managerial personnel: None

Listed companies (other than Indegene Limited) in which Mr. Krishnamurthy holds directorship and committee membership

Board membership in listed entities	
1.	OLA Electric Mobility Limited

Committee membership in listed entities	
1.	OLA Electric Mobility Limited
	<ul style="list-style-type: none">• Chairman of Corporate Social Responsibility Committee• Chairman of Stakeholders Relationship Committee• Member of Audit Committee• Member of Nomination and Remuneration Committee• Member of Risk management Committee

Shareholding in the Company: Nil

Key terms and conditions of reappointment: Not applicable

Remuneration proposed to be paid: He shall be paid remuneration by way of commission of Rs. 50,00,000/- per annum, with effect from July 28, 2025, with increase in commission by Rs. 2,00,000/-



every year during his term. In addition to the commission, sitting fee and reimbursement of expenses for attending the meetings of the Board and/Committees shall be paid to Mr. Krishnamurthy.

Date of first appointment on Board: Please refer explanatory statement.

Last drawn remuneration: Sitting fees for attending the Board/Committee meetings and Commission of Rs. 40,00,000/- subject to applicable taxes.

Number of Board meetings attended: Mr. Krishnamurthy has attended 6 out of 7 Board meetings during the financial year 2024-25.

Listed Entities from which Mr. Krishnamurthy has resigned as Director in past 3 years: Nil