

1. Department of Corporate Services,
BSE Limited
Floor 25, P J Towers,
Dalal Street,
Mumbai - 400 001
2. National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
3. CC: Indegene Limited
Aspen G4, 3rd Floor,
Manyata Embassy Business Park
Outer Ring Road, Nagawara,
Bengaluru- 560 045

09 December 2024

Sub: Disclosure under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir/Ma'am,

Enclosed is a disclosure by Catalyst Trusteeship Limited under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "**Takeover Code**").

We refer to (i) the facility agreement entered into, amongst others, between CA Dawn Investments (as the borrower) ("**CA Dawn**"), Deutsche Bank AG, Singapore Branch as agent and security agent and the financial institutions listed thereunder as original lenders originally dated 5 April 2022 (as amended and/or restated from time to time, including pursuant to an amendment agreement dated 8 July 2022, an amendment and waiver letter dated 8 April 2024 and a second amendment agreement dated 4 October 2024) (the "**Facility Agreement**"); and (ii) the deed of pledge entered into by CA Dawn as pledgor in favour of Catalyst Trusteeship Limited (as onshore security agent) (the "**Onshore Security Agent**") dated 12 June 2024 in connection with pledge over 34,739,187 equity shares (constituting 14.52% of the issued and paid-up share capital of Indegene Limited) held by CA Dawn in Indegene Limited (previously known as Indegene Private Limited) (the "**Company Share Pledge**") (the "**Pledged Shares**"). Terms defined in the Facility Agreement and Company Share Pledge shall have the same meaning in this notice unless otherwise provided in this notice.

The Onshore Security Agent had procured a release of the Pledged Shares in order to enable CA Dawn to implement a Permitted Sale Transaction pursuant to the Facility Agreement and the Company Share Pledge. Such release of the Pledged Shares was disclosed to the exchanges on 25 November 2024.



CATALYST TRUSTEESHIP LIMITED

Registered Office : GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune - 411 038 Tel : +91 (20) 6680 7200
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Corporate Office : 901, 9th Floor, Tower-B, Peninsula Business Park, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400013
Tel : +91 (22) 4922 0555 Fax : +91 (22) 4922 0505
CIN No. U74999PN1997PLC110262 Email : dt@ctltrustee.com Website : www.catalysttrustee.com

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CA Dawn has notified the Onshore Security Agent that it has sold 4.29% of its shareholding i.e., 1,02,63,785 shares in Indegene Limited on 3 December 2024 pursuant to the Permitted Sale Transaction, and has subsequently re-pledged the remaining Pledged Shares (i.e., 2,44,75,402 shares constituting 10.23% of the issued and paid-up share capital of Indegene Limited) in favour of the Onshore Security Agent pursuant to the Facility Agreement and the Company Share Pledge. The Onshore Security Agent is holding the share pledge over the Pledged Shares that CA Dawn holds in Indegene Limited for the benefit of the Lender.

We also wish to clarify that as at the date of this disclosure made pursuant to Regulation 29(1) of the Takeover Code, we do not hold any beneficial interest in the Shares and the Shares have been pledged in our favour in our capacity as pledgee.

Yours faithfully,
For **Catalyst Trusteeship Limited**



Authorised Signatory
Name: Saloni Murudkar
Designation: Manager
Place: Mumbai

Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A - Details of the Acquisition

Name of the Target Company (TC)	Indegene Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Catalyst Trusteeship Limited acting in its capacity as the onshore security agent for the Lender (<i>as defined below</i>) to the Borrower (<i>as defined below</i>) under the Facility Agreement (<i>as defined below</i>).		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:	Nil	Nil	Nil
(a) Shares carrying voting rights			
(b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/others)	Nil	Nil	Nil
(c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
(d) Warrants/convertible securities/any other instrument that entitles the	Nil	Nil	Nil



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	acquirer to receive shares carrying voting rights in the TC (specify holding in each category)			
(e)	Total (a+b+c+d)	Nil	Nil	Nil
Details of acquisition		Nil	Nil	Nil
(a)	Shares carrying voting rights acquired			
(b)	VRs acquired otherwise than by equity shares	Nil	Nil	Nil
(c)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	Nil	Nil	Nil
(d)	Shares in the nature of encumbrance (pledge/lien/non disposal undertaking/others)	2,44,75,402	10.23	Nil
(e)	Total (a+b+c+/-d)	2,44,75,402	10.23	Nil
After the acquisition, holding of acquirer along with PACs of:		Nil	Nil	Nil
(a)	Shares carrying voting rights			
(b)	VRs otherwise than by equity shares	Nil	Nil	Nil
(c)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
(d)	Shares in the nature of encumbrance (pledge/	2,44,75,402	10.23	Nil



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lien/non disposal undertaking/others)#			
(e) Total (a+b+c+d)	2,44,75,402	10.23	Nil
Mode of acquisition (e.g. open market/public issue/rights issue/preferential allotment/inter se transfer/encumbrance, etc.)	Creation of encumbrance over the Pledged Shares. Please see note # below.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not applicable		
Date of acquisition of shares/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC.	06 December 2024 (date of creation of encumbrance)		
Equity share capital / total voting capital of the TC before the said acquisition	23,92,68,909 equity shares of the TC (as per the shareholding pattern for the quarter ended 30 September 2024, as publicly disclosed by the TC)		
Equity share capital/ total voting capital of the TC after the said acquisition	23,92,68,909 equity shares of the TC (as per the shareholding pattern for the quarter ended 30 September 2024, as publicly disclosed by the TC)		
Total diluted share/voting capital of the TC after the said acquisition	23,92,68,909 equity shares of the TC (as per the shareholding pattern for the quarter ended 30 September 2024, as publicly disclosed by the TC)		

Note-#

- CA Dawn Investments (the "**Borrower**") is a shareholder in Indegene Limited (the "**Target Company**") and has entered into a facility agreement dated 5 April 2022, as amended from time to time (the "**Facility Agreement**"), pursuant to which the Borrower has availed a loan facility (the "**Facility**") from the lender (the "**Lender**"), being Barclays Bank PLC, as at the date of this disclosure.



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2. The Borrower has created a pledge over shares that the Borrower holds in the Target Company in favour of Catalyst Trusteeship Limited (the “**Onshore Security Agent**”) acting as the onshore security agent for the Lender. Security interest had also been created over the shares of the Borrower in connection with the Facility. The Onshore Security Agent was holding the share pledge over the shares that the Borrower holds in the Target Company for the benefit of the Lender. The Onshore Security Agent had procured a release of the Pledged Shares in order to enable CA Dawn to implement a Permitted Sale Transaction pursuant to the Facility Agreement and the Company Share Pledge, and the Onshore Security Agent had disclosed such release of pledge over the Pledged Shares to the exchanges by way of the disclosure dated 25 November 2024.

The Borrower has notified the Onshore Security Agent that it has sold 4.29% of its shareholding i.e., 1,02,63,785 shares in Indegene Limited on 3 December 2024 pursuant to the Permitted Sale Transaction, and has subsequently re-pledged the remaining Pledged Shares (i.e., 2,44,75,402 shares constituting 10.23% of the issued and paid-up share capital of Indegene Limited) in favour of the Onshore Security Agent pursuant to the Facility Agreement and the Company Share Pledge. The Onshore Security Agent is holding the share pledge over the Pledged Shares that the Borrower holds in the Target Company for the benefit of the Lender.

3. In terms of Regulation 29(1) read with Regulation 29(4) of the Takeover Code, encumbrance over shares (including shares that are encumbered by way of pledge) shall be treated as an acquisition. Accordingly, this disclosure is being made in respect of the encumbrance created by the Borrower over the equity shares of the Target Company, including the pledge in favour of the Security Agent for the benefit of the Lender under the Facility as described above.

For Catalyst Trusteeship Limited




Authorised Signatory
Name: Saloni Murudkar
Designation: Manager
Place: Mumbai

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Part-B*****Name of the Target Company:** Indegene Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
[REDACTED]	No	[REDACTED]
[REDACTED]		
[REDACTED]		

For **Catalyst Trusteeship Limited**



Authorised Signatory
Name: Saloni Murudkar
Designation: Manager
Place: Mumbai

Note:

- (*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per the shareholding pattern for the quarter ended 30 September 2024 as publicly disclosed by the Target Company.
- (**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.
- (***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

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