

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

05 June 2025

Sub: Disclosure under Regulation 29(2) 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 (2) 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 as on the date of creation of such pledge) held by CA Dawn in Indegene Limited (previously known as Indegene Private Limited) (the **"Company Share Pledge"**). Subsequently, CA Dawn implemented a Permitted Sale Transaction, and re-pledged the balance 24, 475, 402 equity shares (constituting 10.20% of the issued and paid-up share capital of Indegene Limited as disclosed in the latest shareholding pattern disclosed on the exchanges) in favour of the Onshore Security Agent pursuant to the Facility Agreement and the Company Share Pledge on 6 December 2024 (the **"Pledged Shares"**). The same re-pledge of the Pledged Shares was disclosed to the exchanges on 9 December 2024. Terms defined in the Facility Agreement and Company Share Pledge shall have the same meaning in this notice unless otherwise provided in this notice.

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CATALYST TRUSTEESHIP LIMITED

Registered Office : GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune - 411 038 Tel : +91 (20) 6680 7200
Delhi Office : 910-911, 9th Floor, Kailash Building, 26 Kasturba Gandhi Marg, New Delhi - 110 001 Tel : +91 (11) 4302 9101/02
Corporate Office : 901, 9th Floor, Tower-B, Peninsula Business Park, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400013
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CIN No. U74999PN1997PLC110262 Email : dt@ctitrustee.com Website : www.catalysttrustee.com

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Pursuant to the Facility Agreement and the Company Share Pledge, CA Dawn has notified the Onshore Security Agent that it wishes to implement a Permitted Sale Transaction between 3 June 2025 to 6 June 2025 (inclusive) (the "**Proposed Completion Dates**") and requested that the Onshore Security Agent procure the immediate release of the Pledged Shares.

This disclosure is in respect of release of encumbrance by way of release of pledge over the Pledged Shares created by CA Dawn in favour of the Onshore Security Agent for the benefit of the Lender.

Yours faithfully,
For **Catalyst Trusteeship Limited**

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Srikanth Date: 2025.06.05
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Authorized Signatory

Name: Deesha Srikanth

Designation: Senior Vice President

Place: Mumbai

Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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 (as defined below) to the Borrower (as defined below) under the Facility Agreement (as defined below).		
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/sale 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/sale 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)	24,475,402	10.20	Nil
(c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
(d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil

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(e) Total (a+b+c+d)	24,475,402	10.20	Nil
Details of acquisition/sale:	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 release by acquirer (pledge/lien/non disposal undertaking/others)	24,475,402	10.20	Nil
(e) Total (a+b+c+/-d)	24,475,402	10.20	Nil
After the acquisition/sale, 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/sale	Nil	Nil	Nil
(d) Shares in the nature of encumbrance (pledge/lien/non disposal undertaking/others) [#]	Nil	Nil	Nil
(e) Total (a+b+c+d)	Nil	Nil	Nil

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Mode of acquisition / sale (e.g. open market/public issue/rights issue/preferential allotment/inter se transfer/encumbrance, etc.)	By way of release of Pledged Shares
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 release 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.	03 June 2025 (date of release of encumbrance)
Equity share capital / total voting capital of the TC before the said acquisition / sale	24,00,07,962 equity shares of the TC (as per the shareholding pattern for the quarter ended 31 March 2025, as publicly disclosed by the TC)
Equity share capital/ total voting capital of the TC after the said acquisition / sale	24,00,07,962 equity shares of the TC (as per the shareholding pattern for the quarter ended 31 March 2025, as publicly disclosed by the TC)
Total diluted share/voting capital of the TC after the said acquisition / sale	24,00,07,962 equity shares of the TC (as per the shareholding pattern for the quarter ended 31 March 2025, as publicly disclosed by the TC)

Note-#

1. 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.
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 has also been created over the shares of the Borrower in connection with the Facility. The Onshore Security Agent is holding the share pledge over the shares that the Borrower holds in the Target Company for the benefit of the Lender. Pursuant to the Facility Agreement and the Company Share Pledge, the Borrower has notified the Onshore Security Agent that it wishes to implement a Permitted Sale Transaction between 3 June 2025 to 6 June 2025 (inclusive) (the “**Proposed Completion Dates**”) and requested that the Onshore Security Agent procure the immediate

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release of the Pledged Shares. The Onshore Security Agent has accordingly released the pledge over the Pledged Shares for the implementation of the Permitted Sale Transaction.

For **Catalyst Trusteeship Limited**

Deesha Srikkanth
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Signature of the Authorised Signatory

Authorized Signatory

Name: Deesha Srikkanth

Designation: Senior Vice President

Place: Mumbai

Date: 05 June 2025

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 31 March 2025 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.

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