



Date: 5 December 2024

Deutsche Bank AG, Hong Kong Branch  
 Level 60  
 International Commerce Centre  
 1 Austin Road West  
 Kowloon, Hong Kong SAR

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|---|--|---|
| <b>BSE Limited</b><br>25th Floor, P. J. Towers, Dalal Street, Mumbai, Maharashtra – 400001, India | <b>National Stock Exchange of India Limited</b><br>Exchange Plaza, C-1, Block G. Bandra Kurla Complex, Bandra, East, Mumbai, Maharashtra – 400051, India | <b>Indegene Limited</b><br>Aspen G4, 3rd Floor, Manyata Embassy Business Park Outer Ring Road, Nagavara, Bangalore, Bangalore, Karnataka, India, 560045 |
|---|--|---|

Dear Sir/ Madam,

**Sub: Disclosure pursuant to Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to Indegene Limited**

This disclosure is being made by Deutsche Bank AG (Deutsche Bank AG, Singapore Branch acting as security agent) in relation to the release of indirect encumbrance over the shares of Indegene Limited (“TC”).

Pursuant to the requirements of Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended till date), please find attached the disclosure (as set out in **Annexure A**) in respect of release of the indirect encumbrance over certain equity shares of TC for the benefit of certain lenders and other finance parties, as described in Annexure A.

Yours faithfully,

**Signature of Authorised Signatory**

Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu

Designation: Vice President

Place: Deutsche Bank AG, Hong Kong Branch

Date: 5 December 2024

**Annexure A**

**Disclosures under Regulation 29(2) of the 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   | Deutsche Bank AG, Singapore Branch acting as offshore security agent (the " <b>Offshore Security Agent</b> "). |  |   |
| 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<br>National Stock Exchange of India Limited  |  |   |
| Details of the acquisition/ disposal as follows   | Number   | % w.r.t. total share/ voting capital wherever applicable (*) | % w.r.t. total diluted share/ voting capital of the TC (**) |
| <b>Before the acquisition under consideration, holding of acquirer along with PACs of:</b>  |  |  |   |
| a) Share carrying voting rights   | NIL  | NIL  | NIL   |
| b) Shares in the nature of encumbrance (pledge/ <del>lien/ non-disposal undertaking/others</del> )  | 34,739,187   | 14.52  | 14.52   |
| c) Voting rights (VR) otherwise than by 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   |
| e) Total (a+b+c+d)  | 34,739,187   | 14.52  | 14.52   |
| <b>Details of acquisition/sale:</b>   |  |  |   |
| a) Shares carrying voting rights acquired/ sold   | NIL  | NIL  | NIL   |
| b) VRs acquired/ sold otherwise than by 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 released by the acquirer (pledge/ <del>lien/non-disposal</del> undertaking/others)   | 10,263,785  | 4.29  | 4.29  |
| e) Total (a+b+c+d)   | 10,263,785  | 4.29  | 4.29  |
| <b>After the acquisition/sale, holding of acquirer along with PAC of:</b>  |   |       |       |
| a) Shares carrying voting rights   | NIL   | NIL   | NIL   |
| 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/ <del>lien/non-disposal</del> undertaking/others)   | 24,475,402  | 10.23 | 10.23 |
| e) Total (a+b+c+d)   | 24,475,402  | 10.23 | 10.23 |
| Mode of acquisition/ sale (e.g. <del>open market/off-market/public issue/rights issue/preferential allotment/inter-se transfer/encumbrance, etc.)</del>                                    | By way of release of indirect encumbrance over the equity shares of TC. For details, refer to Note 1. |       |       |
| Date of acquisition of/ sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable   | 3 December 2024   |       |       |
| Equity share capital / total voting capital of the TC before the said acquisition/ sale  | 239,268,909 equity shares of INR 2 each   |       |       |
| Equity share capital/ total voting capital of the TC after the said acquisition/ sale  | 239,268,909 equity shares of INR 2 each   |       |       |
| Total diluted share/voting capital of the TC after the said acquisition  | 239,268,909 equity shares of INR 2 each   |       |       |

**Note 1:**

CA Dawn Investments (the “**Borrower**”) availed certain financial indebtedness (the “**Facility**”) pursuant to the terms and conditions set out in the facility agreement dated 5 April 2022, as amended, entered into, *inter alia*, between (a) the Borrower, (b) the lenders thereunder, (c) Deutsche Bank AG, Singapore Branch (as agent) and (d) the Offshore Security Agent (the “**Facility Agreement**”).

Pursuant to the terms and conditions set out in (a) the Facility Agreement; and (b) the deed of fixed & floating charge dated 5 April 2022 entered into between CA Arch Investments (as the chargor) (“**CAI**”), the Offshore Security Agent and the Borrower (the “**Borrower Deed of Fixed & Floating Charge**”), CAI had created a charge over 100% of the shares in the Borrower in favour of the Offshore Security Agent.

As on the date of the Facility Agreement, the Borrower held 45,531,837 shares in the TC. The shares of the TC have been listed on the stock exchanges (BSE Limited and National Stock Exchange of India Limited) on 13 May 2024. As part of initial public offer, the Borrower sold 10,792,650 shares in the TC, and as on 13 May 2024, the Borrower held 34,739,187 shares in the TC and the indirect encumbrance referred above became applicable in respect of the aforementioned shares in TC. Such indirect encumbrance was disclosed by the Offshore Security Agent pursuant to Regulation 29(1) on 15 May 2024.

The Borrower has notified the Offshore Security Agent that it has sold 4.29% of its shareholding i.e., 10,263,785 shares in the TC on 3 December 2024. In terms of Regulation 29 (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, a sale of shares and a release of indirect encumbrance shall be treated as a disposal. Accordingly, this disclosure is being made by the Offshore Security Agent in respect of release of the indirect encumbrance over the shares in TC.

### **Signature of Authorised Signatory**



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Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu

Designation: Vice President

Place: Deutsche Bank AG, Hong Kong Branch

Date: 5 December 2024

### **Note:**

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing agreement.

(\*\*) 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.