

## **Panacea Biotec Limited**

(CIN: L33117PB1984PLC022350)

Regd. Office: Ambala - Chandigarh Highway, Lalru - 140501, Punjab, India

Corp. Office: B-1 Extn./A-27, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi - 110044

Website: www.panaceabiotec.com, E-mail: companysec@panaceabiotec.com, Tel: +91 11 41679000

### **NOTICE**

**NOTICE** is hereby given that the **41<sup>st</sup> Annual General Meeting ("AGM")** of the Members of Panacea Biotec Limited ("the Company") will be held on **Tuesday, September 30, 2025 at 11:30 A.M.** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following businesses:

#### **ORDINARY BUSINESS:**

1. To consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 including Auditors' Report thereon and in this regard, if thought fit, to pass the following resolutions as **Ordinary Resolutions:**

- a) "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
- b) "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Auditors' Report thereon, as circulated to the members, be and are hereby considered and adopted."

2. To appoint a director in place of Dr. Rajesh Jain who retires by rotation and being eligible, offers himself for re-appointment and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Dr. Rajesh Jain (DIN: 00013053) who retires by rotation at this meeting and being eligible, offered himself for re-appointment, be and is hereby re-appointed as a director, liable to retire by rotation."

3. To appoint a director in place of Mr. Sandeep Jain who retires by rotation and being eligible, offers himself for re-appointment and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sandeep Jain (DIN: 00012973) who retires by rotation at this meeting and being eligible, offered himself for re-appointment, be and is hereby re-appointed as a director, liable to retire by rotation."

#### **SPECIAL BUSINESS:**

4. To consider appointment of M/s R&D Company Secretaries, as Secretarial Auditors of the Company, and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 ("the Act") read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act, if any (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time in force), Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and such other laws as may be applicable, and based on the recommendation of the Audit Committee and the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof, which may exercise its powers, including the powers, conferred by this resolution), the consent of the members be and is hereby accorded for the appointment of M/s R&D Company Secretaries, a peer reviewed firm of Practicing Company Secretaries bearing Firm Registration No. P2005DE011200, holding Peer Review Certificate No. 1403 / 2021, as Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from financial year 2025-26 till financial year 2029-30 at an annual secretarial audit fees of ₹1,50,000 (Rupees One Lakh and Fifty Thousand only) (including out of pocket expenses as may be incurred in connection with the audit but excluding out of pocket expenses as may be incurred in connection with the outstation travels as per actuals) plus applicable taxes, with the power of the Audit Committee / Board to alter and vary the terms and conditions of appointment including revision in the fees during the tenure of the Auditors, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board to avail or obtain from M/s R&D Company Secretaries, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws, rules, regulations, circulars and guidelines, as may be issued in this regard, at such remuneration / fees as may be mutually agreed with the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel(s) of the Company be and are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may in their absolute discretion deem necessary, fit, proper or desirable to give effect to the foregoing resolution."

5. To consider and ratify the remuneration of Cost Auditors and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹1,00,000 (Rupees One Lakh Only) (including out of pocket expenses as may be incurred in connection with the audit but excluding out of pocket expenses as may be incurred in connection with the outstation travels as per actuals) and GST or other Government levies as may be applicable, as approved by the Board of Directors to be paid to M/s Jain Sharma & Associates, Cost Accountants (Firm Registration Number: 000270), appointed as Cost Auditors of the Company, to conduct the audit of cost records of the Company for the financial year 2025-26, be and is hereby confirmed and ratified.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel(s) of the Company be and are hereby severally authorised for and on behalf of the Company to do all such acts, matters, deeds and things and to sign all such documents, papers and writings as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board  
For Panacea Biotec Limited

Sd/-  
Vinod Goel

Group CFO and Head Legal & Company Secretary  
Membership No.: F3232

Place: New Delhi  
Date : August 14, 2025

#### NOTES:

1. The Ministry of Corporate Affairs (“MCA”), Government of India, inter-alia vide its General Circular Nos. 14/2020, 17/2020, and 20/2020 dated April 08, 2020, April 13, 2020, May 05, 2020, respectively, followed by subsequent circulars in this regard, the latest being Circular No. 09/ 2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”), **has permitted conducting of Annual General Meeting through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) facility on or before September 30, 2025** without the physical presence of the members at the AGM. In line with the aforesaid MCA Circulars, applicable provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), **the 41<sup>st</sup> Annual General Meeting (“AGM” / “Meeting”) of the Members of the Company will be held through VC / OAVM, without the physical presence of the members at a common venue.** Hence, the Members can attend and participate in the AGM through VC / OAVM only. The deemed venue for the AGM shall be the Registered Office of the Company viz. Ambala-Chandigarh Highway, Lalru - 140501, Punjab.
2. In line with the said MCA Circulars, the Securities and Exchange Board of India (“SEBI”) vide Circular No. SEBI/HO/CFD/CFD-POD-2/P/CIR/ 2024/133 dated October 03, 2024, has also extended the relaxations from printing and dispatching physical copies of Annual Reports to the shareholders, for the AGM conducted till September 30, 2025. Accordingly, the Company will send the Annual Report and the AGM Notice in electronic form only. However, in terms of Regulation 36(1)(c) of SEBI LODR Regulations, the Company will send hard copy of full Annual Report to those shareholders who request for the same.
3. As per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 which came into effect from December 13, 2024, the requirement to send proxy forms is not applicable to general meetings held only through electronic mode. As this AGM would be conducted through VC / OAVM, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. The Explanatory Statement as required pursuant to Section 102 of the Act setting out material facts concerning Special Business (being considered unavoidable by the Board of Directors) set out in the Notice is annexed hereto.
5. The relevant details of directors retiring by rotation and seeking re-appointment in the ensuing AGM as required pursuant to Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard on General Meetings (SS-2), as applicable, are provided in the **Annexure - I** to the Notice.
6. **Electronic dispatch of Notice of AGM and Annual Report:**
  - i) Pursuant to the aforesaid MCA Circulars and SEBI Circular dated December 12, 2024, the Notice of AGM and the Annual Report for the year 2024-25 are being sent only through electronic mode to those Members whose email addresses are registered with the Company / National Securities Depository Limited (“NSDL”) and/or Central Depository Services (India) Limited (“CDSL”) collectively “Depositories”. Also, a letter providing the web-link, including the exact path, where the Annual Report for the financial year 2024-25 shall be available, is being sent to Members who have not registered their e-mail Ids with the Company.  
  
However, Members whose email address is not registered with the Company or with their respective Depository Participant(s) (“DPs”), and who wish to receive the soft copy of Notice of the AGM and the Annual Report for the financial year 2024-25 and all other communications sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
    - a) **Members holding shares in physical form:** Please send a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card, and self-attested copy of any document (e.g. Driving License, Voter Identity Card, Passport, Bank Statement, AADHAR) in support of the address of the Member, by email to the Company’s Registrar & Transfer Agent, viz. Skyline Financial Services Pvt. Ltd. (“RTA”) at [kyc@skylinerta.com](mailto:kyc@skylinerta.com) or at Company’s email address: [companysec@panaceabiotec.com](mailto:companysec@panaceabiotec.com). The said Form is available at <https://www.panaceabiotec.com/en/section/information-repository/other-important-information>.
    - b) **Members holding shares in demat form:** Please register / update your email address with your respective DPs.
  - ii) The Notice of the 41<sup>st</sup> AGM and the Annual Report for the financial year 2024-25 will be sent to those Members / beneficial owners electronically, whose name will appear in the Register of Members / list of beneficiaries received from the depositories as on the Record Date i.e. Friday, August 29, 2025.

- iii) The Notice of AGM and the Annual Report will also be available on the Company's website viz. [www.panaceabiotec.com](http://www.panaceabiotec.com) and on the website of the Stock Exchanges where the equity shares of the Company are listed viz. National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") at <https://www.nseindia.com> and <https://www.bseindia.com>, respectively. The Notice will also be available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - iv) Physical copy of the Annual Report (including the Notice of AGM) shall be sent only to those Members who specifically request for the same. Accordingly, Members who wish to obtain a physical copy thereof, may write to the Company at [companysec@panaceabiotec.com](mailto:companysec@panaceabiotec.com), requesting for the same by providing their holding details.
  - v) Any person who has acquired shares and become member of the Company after the dispatch of this Notice but holding shares as on the **Cut-off date i.e. Tuesday, September 23, 2025 ("Cut-off date")**, may obtain electronic copy of Notice of AGM and the Annual Report by sending a request to the Company or the RTA.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 26, 2025 to Tuesday, September 30, 2025 (both days inclusive) for the purpose of AGM. The Cut-off date to determine the eligibility for the purpose of voting through electronic means in the AGM is Tuesday, September 23, 2025.

**8. Procedure for Voting through Electronic Means (Remote e-voting):**

- i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI LODR Regulations and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI) and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, the Company is pleased to provide to its Members, the facility to exercise their right to vote on resolutions proposed to be considered at the 41<sup>st</sup> AGM by electronic means and has availed the services of NSDL to facilitate voting through electronic means from a place other than venue of the AGM ('remote e-voting') as well as e-voting at the AGM through VC / OAVM ('e-voting at the AGM').
- ii) The remote e-voting period will commence on Saturday, September 27, 2025 (from 09:00 a.m. IST) and end on Monday, September 29, 2025 (upto 05:00 p.m. IST). During this period, members of the Company holding shares either in physical form or in dematerialised form, as on the Cut-off date, may cast their votes electronically.

Cut-off date for remote e-voting	September 23, 2025
Remote e-voting start date	September 27, 2025
Remote e-voting end date	September 29, 2025

The remote e-voting module shall forthwith be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. However, the facility for voting through electronic voting system will also be made available at the Meeting and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting.

- iii) Any person who has acquired shares and become member of the Company after electronic dispatch of Notice of the AGM but holding shares as on the Cut-off date may obtain user ID and password for e-voting by sending a request to the Company's RTA or NSDL.
- iv) A person who is not a member as on the Cut-off date, should treat this Notice for information purposes only.
- v) The voting at the AGM will begin on September 30, 2025 at 11:30 A.M. and will end upon completion of 30 minutes from the time of the conclusion of the AGM. Within this period, Members attending the meeting through VC / OAVM Facility, who have not yet exercised their vote through remote e-voting, can exercise their vote electronically.
- vi) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting through VC / OAVM facility but they shall not be entitled to cast their vote again.
- vii) The process / manner for availing remote e-voting facility and the instructions for members voting electronically are as under:


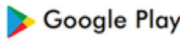


**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 09, 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. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and email Id with their DPs 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	<ul style="list-style-type: none"> <li>i) Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>ii) If user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> </ul>

Type of shareholders	Login Method
	<p>iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>iv) Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>i) Existing users who have opted for CDSL Easi / Easiest facility, can login through their 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Myeasi username &amp; password.</p> <p>ii) After successful login of Easi / Easiest, the user will also be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. NSDL for casting vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>iii) If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>iv) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at abovementioned websites.

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at +91-22-48867000
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 <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at +91-1800225533.

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- a) 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.
- b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member / Creditor' section.
- c) 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 e-services 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.

d) Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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*****.
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*****
For Members holding shares in Physical Form	E-voting Event Number (EVEN) followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

e) Details of password for shareholders other than Individual shareholders are given below:

- i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii) 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.
- iii) How to retrieve your 'initial password'?
  - 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. 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'.
  - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

f) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- i) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- ii) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- iii) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
- iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

h) Click on "Login" button.

i) After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join the AGM on NSDL e-Voting system.**

- a) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and general meeting is in active status.
- b) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the general meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- c) Now you are ready for e-Voting as the Voting page opens.
- d) 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.
- e) Upon confirmation, the message "Vote cast successfully" will be displayed.
- f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

- a) Corporate / Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC / OAVM and vote through electronic means, are requested to send a certified scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizer@panaceabiotec.com](mailto:scrutinizer@panaceabiotec.com) or [scrutinizer108@gmail.com](mailto:scrutinizer108@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [companysec@panaceabiotec.com](mailto:companysec@panaceabiotec.com) not later than 48 hours before the scheduled time of commencement of the Meeting. Members 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.

- b) 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 5 (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.nsdcl.com](http://www.evoting.nsdcl.com) to reset the password.
- c) 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.nsdcl.com](http://www.evoting.nsdcl.com) or call at +91-022-48867000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), who will also address the grievances connected with voting by electronic means. Members may also contact to the Company’s RTA at +91-11-40450193-97, +91-11-26812682 and +91-11-26812683 or email at [compliances@skylinerta.com](mailto:compliances@skylinerta.com).

9. **Process for shareholders who have not registered their email addresses:**

- A. In accordance with the abovesaid MCA and SEBI Circulars and as part of the Company’s green initiative, the Company will send the Notice of AGM in electronic form only. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system or through e-voting at the Meeting. To facilitate such shareholders to receive this notice electronically and cast their vote electronically, the Company has made a special arrangement with the RTA, for registration of email addresses in terms of the MCA Circulars.

Therefore, those shareholders who have not yet registered their email address are requested to get their email address registered by following the procedure given below:

**For Members who have electronic folios:**

- a) Visit the link <https://www.skylinerta.com/EmailReg.php>
- b) Select the company name, viz. Panacea Biotec Limited.
- c) Select the Mode of Shareholding, viz. Electronic.
- d) Enter Demat Account No. (DPID-CLID).
- e) Enter the name of shareholder (in case of Joint Shareholders, name of First Shareholder to be entered).
- f) Enter the Email id, Mobile No. and PAN of the sole / first shareholder.
- g) RTA shall check the authenticity of the demat account number and PAN and send the OTP to email id to validate the same.
- h) Shareholder to enter the OTP received by email to complete the validation process (OTP will be valid for 5 minutes only).
- i) RTA shall confirm the registration of email address given by the shareholder, for the limited purpose of serviced AGM Notice, by sending confirmation mail to concerned shareholder and the Company.

**For Members who have physical folios:**

- a) Visit the link <https://www.skylinerta.com/EmailReg.php>
- b) Select the company name, viz. Panacea Biotec Limited.
- c) Select the Mode of Shareholding, viz. Physical.
- d) Enter Folio No. of shareholder.
- e) Enter the name of shareholder (in case of Joint Shareholders, name of First Shareholder to be entered).
- f) Enter the Email id, Mobile No. and PAN of the sole / first shareholder (If PAN is not available in the records, shareholder will have to enter one of the Share Certificate No.).
- g) RTA shall check the authenticity of the Folio No. and PAN / Share Certificate No. and send the OTP to email id to validate the same.
- h) Shareholder to enter the OTP received by email to complete the validation process (OTP will be valid for 5 minutes only).
- i) If PAN is not available in records, shareholder to send a duly signed copy of PAN to RTA by email to [compliances@skylinerta.com](mailto:compliances@skylinerta.com).
- j) RTA shall confirm the registration of email address given by the shareholder, for the limited purpose of serviced AGM Notice, by sending confirmation mail to concerned shareholders and the Company.

- B. Post successful registration of the email as aforesaid, the RTA shall promptly (but not later than within 48 hours of receipt of the e-mail id from the eligible shareholder) share a copy of the AGM Notice and the procedure for e-voting along with the User ID and the Password to the email id given by the shareholder to enable e-voting for this AGM. In case of any queries, the shareholder may write to [compliances@skylinerta.com](mailto:compliances@skylinerta.com).

- C. It is clarified that for permanent registration of email address, the shareholder is required to register his / her / its email address, in respect of electronic holdings with the Depository through the concerned Depository Participant and in respect of physical holdings with the RTA, by following due procedure.

- D. The shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the RTA, to enable servicing of notices / documents / Annual Reports etc. electronically to their email address in future.

10. The voting rights of the equity as well as preference shareholders, for remote e-voting and e-Voting at the AGM shall be in proportion to the paid-up value of their respective shares in the total paid-up share capital of the Company carrying voting rights, as on the Cut-off date, being September 23, 2025.

11. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 170 and Section 189, respectively of the Act and relevant documents referred to in this Notice and the Explanatory Statement will also be available electronically for inspection without any fee by the Members from the date

of circulation of this Notice upto the date of the AGM. Members seeking to inspect such documents can send an email to [companysec@panaceabiotec.com](mailto:companysec@panaceabiotec.com).

12. Members desirous of seeking any information relating to the Audited Financial Statements of the Company for the financial year ended March 31, 2025 or having any question or query pertaining to the business to be transacted at the AGM are requested to write to the Company Secretary on the Company's email address: [companysec@panaceabiotec.com](mailto:companysec@panaceabiotec.com) at least 7 (seven) days prior to the date of AGM i.e. by September 23, 2025 by 11:30 A.M. IST from their registered email address, mentioning their name, DP ID and Client ID / folio number and mobile number. This would enable the Company to compile the information and provide the suitable replies at the Meeting. Please note that Member's questions or queries will be answered only if they continue to hold shares as on the Cut-off Date i.e. September 23, 2025.
13. **Instructions for Members for accessing and participating in the AGM through VC / OAVM:**
- i) In compliance to the aforesaid Circulars, the Company is providing VC / OAVM facility to its Members for attending & participating at the AGM and for which the Company has availed services of its RTA viz. Skyline Financial Services Pvt. Ltd. for providing facility of participation in the AGM through VC / OAVM Facility and e-voting at the AGM.
  - ii) **Members will be able to attend the 41<sup>st</sup> AGM of the Company through VC / OAVM Facility through the NSDL e-voting system at <https://www.evoting.nsdl.com> under shareholders / members login by using the remote e-voting credentials and selecting the EVEN for the Company's AGM. The Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the process of voting through electronic means mentioned in Note No. 8 above to avoid last minute rush. Further, Members can also use OTP based login for logging into NSDL's e-voting system.**
  - iii) Members may note that the facility for joining AGM through VC / OAVM will be available for upto 1,000 Members on a first-come-first-served basis. However, the above restriction shall not be applicable to the large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, Scrutiniser etc.
  - iv) Members may follow the same procedure for e-voting at the Meeting as mentioned above in Note no. 8 for remote e-voting.
  - v) Only those Members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the Meeting.
  - vi) Members who have already cast their vote by remote e-voting prior to the AGM may attend the AGM and their presence shall be counted for the purpose of quorum but shall not be entitled to cast their vote again at the AGM. A Member can vote either by remote e-voting or by e-voting at the AGM.
  - vii) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of name will be entitled to vote at the AGM.
  - viii) Members are encouraged to join the Meeting through desktop / laptops for better experience and smooth participation. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. The Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio / Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
  - ix) Members who would like to express their views / ask questions during the Meeting, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number and mobile number, to reach the Company at its email address: [companysec@panaceabiotec.com](mailto:companysec@panaceabiotec.com) at least 48 hours in advance before the start of the AGM i.e. by September 28, 2025 by 11:30 A.M. IST.
  - x) **Only those Members who have registered themselves as speaker will be allowed to express their views / ask questions during the Meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time or as appropriate for smooth conduct of the AGM.**
  - xi) Attendance of the Members participating in the AGM through VC / OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. Pursuant to the provisions of Section 124 of the Act read with Rules made thereunder, as amended from time to time, the amount of dividend remaining unpaid or unclaimed for a period of 7 (seven) consecutive years or more from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. In pursuance of this, the Company has transferred the unpaid or unclaimed dividends declared upto the financial years 2010-11, to the IEPF during earlier years. The details of dividends so far transferred to the IEPF Authority are available on the Company's website at web-link: <https://www.panaceabiotec.com/en/section/information-repository/other-important-information>.
15. Attention of the Members is also drawn to the provisions of Section 124(6) of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, ("IEPF Rules") which require a company to transfer all the shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more, into the Suspense Account of IEPF Authority. Accordingly, the Company had, during earlier years, transferred total 1,15,293 equity shares of ₹1 each into the demat account of IEPF Authority, in respect of which dividend amount was not claimed by the members for seven consecutive years or more i.e. from financial year 2010-11. The details of shares so transferred are available on the Company's website at web-link: <https://www.panaceabiotec.com/en/section/information-repository/other-important-information>.
- Members may note that both the shares as well as the unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority in accordance with such procedure and on submission of such documents as prescribed in the IEPF Rules and/or by the IEPF Authority. The Company Secretary acts as the Nodal Officer for IEPF matters. As on the date of this Notice, 10,310 shares have been claimed back by the shareholders by following the said procedure.
16. The Members holding shares in physical form are advised to intimate changes pertaining to their bank account details, address, e-mail address, contact numbers etc., if any, to the Company's RTA. Members holding shares in dematerialised form should intimate any such change to their Depository Participant.

17. Non-Resident Indian members are requested to inform the Company's RTA immediately:
- the particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number, if not furnished earlier.
  - any change in their residential status on return to India permanently.
18. **The members who are holding shares in physical form and have not yet got exchanged their old Share Certificate(s) for Equity Shares of ₹10 each, into new Share Certificate(s) in respect of sub-divided Equity Shares of ₹1 each, are requested to send the request along with the related original Share Certificate(s) immediately.**
19. **Transfer of Shares permitted in Demat Form only:** As per Regulation 40 of the SEBI LODR Regulations, securities of the listed companies can be transferred only in dematerialised form, except in case of transmission or transposition of securities. Further, SEBI vide its Master Circular dated May 07, 2024, has mandated that securities shall be issued only in dematerialised mode while processing duplicate / unclaimed suspense / renewal / exchange / endorsement / sub division / consolidation / transmission / transposition service requests received from physical securities holders. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, Members are advised to contact any of the DPs in their vicinity for getting their shares dematerialised. In case any clarification is needed in that regard, the undersigned may be contacted in person or by communication addressed to the Corporate Office / RTA of the Company.
20. SEBI has, vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, allowed a one-time special window for a period of six months from July 07, 2025 to January 06, 2026, to facilitate re-lodgement of transfer requests of physical shares for transfer deeds lodged prior to April 01, 2019, that were rejected / returned / not attended due to deficiency in the documents, process, or otherwise. All the concerned investors are requested to submit their transfer request along with share certificate(s) and other requisite documents to the Company's RTA, within the stipulated period.
21. Submission of PAN, KYC Details: SEBI has mandated the submission of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details, etc.) and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023 and November 17, 2023. Members holding shares in physical form are requested to submit their PAN, KYC and nomination details to the Company's RTA at [compliances@skylinerta.com](mailto:compliances@skylinerta.com) and follow the process detailed below for availing services from RTA:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the Company's RTA, Skyline Financial Services Private Limited, either by email to <a href="mailto:compliances@skylinerta.com">compliances@skylinerta.com</a> or by post at D-153 A, 1 <sup>st</sup> Floor, Okhla Indl. Area, Phase-I, New Delhi - 110020, India	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR - 2
	For nomination as provided in Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014	Form SH - 13
	Declaration for opting out of Nomination	Form ISR - 3
	Cancellation or variation of nomination by the holder(s) (to be submitted along with ISR-3)	Form SH - 14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR - 4
	The aforesaid forms are available at <a href="https://www.panaceabiotec.com/en/section/information-repository/other-important-information">https://www.panaceabiotec.com/en/section/information-repository/other-important-information</a>	

The Members holding shares in electronic form are requested to contact their DPs for updation of Bank, PAN, Nomination and other details.

22. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a Common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
23. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
24. **In all correspondence(s) with the Company / RTA, members are requested to quote their folio number and in case their shares are held in the dematerialised form, they must quote their DP ID and Client ID for easy reference and speedy disposal thereof.**
25. Nomination: Pursuant to Section 72 of the Act and applicable SEBI Circular, the members are entitled to make a nomination in respect of shares held by them. Members holding shares in physical form and desirous of making a nomination are requested to send their requests in Form No. SH-13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 (which can be obtained from the Company's RTA or can be downloaded from the Company's website through the link: <https://www.panaceabiotec.com/nomination-faqs>) to the Company's RTA. Members holding shares in demat form may contact their respective Depository Participants for recording of nomination.
26. Members who are holding shares in physical form in multiple folios in identical names or joint holding in the same order of names, are requested to send the share certificates to the Company's RTA for consolidation into a single folio.
27. Mr. Debabrata Deb Nath, Practicing Company Secretary (Membership No. F-7775), Partner M/s R&D Company Secretaries has been appointed

as the Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and votes cast at the AGM, count the votes and make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, and shall, within the stipulated timelines from the conclusion of the AGM, submit the report to the Chairperson of the AGM or a person authorized by him / her in writing, who shall countersign the same.

After receipt of the consolidated scrutinizer's report either by Chairperson of the AGM or by any person authorized by him/her in writing, the results of the voting shall be declared not later than 2 (two) working days from conclusion of the Meeting and the resolutions shall be deemed to be passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the respective resolutions. The results so declared and the scrutinizer's report(s) shall be simultaneously placed on the Company's website (<https://www.panaceabiotec.com>) and on the website of NSDL and shall also be communicated to BSE and NSE. Further, the results of the voting shall also be displayed on the notice board of the Company at its Registered Office as well as Corporate Office.

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

### **Item No. 4**

Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), on the basis of recommendation of Board of Directors, a listed entity shall appoint or re-appoint: (i) an individual as Secretarial Auditor for not more than one term of 5 (five) consecutive years; or (ii) a Secretarial Audit firm as Secretarial Auditor for not more than 2 (two) terms of 5 (five) consecutive years, with the approval of its shareholders in its Annual General Meeting.

In view of the above and considering the excellent services provided by M/s R&D Company Secretaries, a peer reviewed firm of practicing company secretaries bearing Firm Registration No: P2005DE011200, holding Peer Review Certificate No. 1403/2021, during his previous engagement with the Company and based on the recommendation of Audit Committee, the Board of Directors in its meeting held on May 30, 2025 approved and recommended the appointment of M/s R&D Company Secretaries as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from financial year 2025-26 till financial year 2029-30 at a proposed annual fees of ₹1,50,000 (Rupees One Lakh and Fifty Thousand only) (including out of pocket expenses as may be incurred in connection with the audit but excluding out of pocket expenses as may be incurred in connection with the outstation travels as per actuals) plus applicable taxes, with the power of the Audit Committee and/or Board of Directors to alter and vary the terms and conditions of appointment, revision in fees during the tenure of the Secretarial Auditors, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

The above remuneration is based on the scope of work, knowledge, industry experience, expertise, team size, time and efforts required to be put in by M/s R&D Company Secretaries and is subject to approval of their appointment by the Members at this AGM. Besides the audit services as aforesaid, the Company would also obtain certifications and other professional services, as permissible / mandatorily required from M/s R&D Company Secretaries, as the Secretarial Auditors under applicable laws. The fees for such services will be in addition to the remuneration / fees mentioned above as may be mutually agreed with the Secretarial Auditors.

The disclosures required pursuant to the SEBI LODR Regulations are as follows:

- a) Proposed fees payable to Secretarial Auditors: ₹1,50,000 (Rupees One Lakh Fifty Thousand Only) (including out of pocket expenses as may be incurred in connection with the audit but excluding out of pocket expenses as may be incurred in connection with the outstation travels as per actuals) plus applicable taxes. However, the Board of Directors, in consultation with the Audit Committee may revise the terms and conditions of the appointment, including remuneration, in such manner and to such extent as may be mutually agreed between the Secretarial Auditors and the Audit Committee and/or the Board of Directors of the Company.
- b) Term of appointment: Appointment as Secretarial Auditors of the Company for 5 consecutive years commencing from financial year 2025-26 to financial year 2029-30.
- c) Any material changes in the fee payable to such new auditor from that paid to the outgoing auditor: Not Applicable
- d) Basis of recommendation for appointment of Secretarial Auditors: The Audit Committee and the Board considered various parameters like market perception, regulatory compliance, experience of firm, scope of work, knowledge, industry experience, expertise etc.
- e) Credentials and Profile of Secretarial Auditors proposed to be appointed: M/s R&D Company Secretaries is a peer reviewed firm of professionals providing professional services in the field of corporate planning & restructuring, mergers & acquisitions, corporate laws, corporate secretarial, NBFC, SEBI related matters and corporate advisory services. The firm is also peer reviewed vide certificate issued by the Institute of Company Secretaries of India ("ICSI"). The firm is well-equipped to carry out a comprehensive Secretarial Audit in accordance with the provisions of Section 204 of the Companies Act, 2013. Mr. Debabrata Deb Nath, Managing Partner of M/s R&D Company Secretaries, is a Fellow member of ICSI having around 15 years of experience in providing such services.

As part of their Secretarial audit, M/s R&D Company Secretaries have demonstrated their expertise and proficiency in handling Secretarial audits of the Company till date. Their approach and diligence followed in conducting the secretarial audit and certification of the secretarial records of the Company, in accordance with the provisions of the Act and the applicable SEBI LODR Regulations, has been appropriate and compliant.

The Company has received consent and requisite disclosure from M/s R&D Company Secretaries, confirming eligibility and qualifications for their appointment as Secretarial Auditors. M/s R&D Company Secretaries meet the eligibility, qualifications and other requirements of the Secretarial Auditors as specified in SEBI LODR Regulations. Further, they are not disqualified from being appointed as the Secretarial Auditors of the Company.

Accordingly, approval of the Members is being sought for the appointment of M/s R&D Company Secretaries as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from financial year 2025-26 till financial year 2029-30.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of this Notice.

The Board of Directors of the Company recommends the resolution as set out in Item No. 4 of this Notice for the approval of the members of the Company as an Ordinary Resolution.

**Item No. 5**

The Board of Directors has, based on the recommendation of the Audit Committee, in its meeting held on May 30, 2025, approved the appointment of M/s Jain Sharma & Associates, Cost Accountants, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2025-26 at a remuneration of ₹1,00,000 (Rupees One Lakh Only) (including out of pocket expenses as may be incurred in connection with the audit but excluding out of pocket expenses as may be incurred in connection with the outstation travels as per actuals) and GST or other Govt. levies as may be applicable.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to the Cost Auditors shall be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee and the same shall be subsequently ratified by the members of the Company at a general meeting. Accordingly, consent of the members is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2025-26.

None of the Directors and Key Managerial Personnels of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors recommends the resolution as set out at Item No. 5 of this Notice for approval by the members of the Company by way of an Ordinary Resolution.

By order of the Board  
For Panacea Biotec Limited

Sd/-  
Vinod Goel  
Group CFO and Head Legal & Company Secretary  
Membership No.: F3232

Place: New Delhi  
Date : August 14, 2025

**Annexure - I to the AGM Notice**

**Details of Directors seeking re-appointment at the 41<sup>st</sup> AGM in respect of Item No. 2 & 3 to AGM Notice**

[Pursuant to the provisions of Regulation 36(3) of SEBI LODR Regulations and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India]

<b>Particulars</b>	<b>Dr. Rajesh Jain</b>	<b>Mr. Sandeep Jain</b>
Director Identification Number (DIN)	00013053	00012973
Date of Birth and Age	April 26, 1964 (61 years)	July 17, 1966 (59 years)
Qualification	Post Graduate Diploma holder in Management, Ph.D. holder in Business Administration and is a science graduate from University of Delhi.	Senior Secondary
Brief Resume / Professional Expertise	<p>Dr. Rajesh Jain has around 41 years' experience in the pharmaceutical and vaccine industry. He is involved in the overall supervision of day-to-day operations of the Company, providing strategic, visionary leadership, management &amp; guidance and directly oversees innovation and business development of Panacea Biotec. Utilizing outstanding analytical skills and an exceptional knowledge of science, he fortifies policies and strategies that contribute to the Company's overall record of success and maintain its superlative legacy of excellence.</p> <p>He is the Chairman of National Committee on Biotechnology of Confederation of Indian Industry (CII) for 2024-25 and earlier served as Chairman thereof during 2011-12, 2012-13 and 2019-20 to 2023-24. He is acting as the Chairman of Life Sciences Sector Skill Development Council (LSSSDC) for a period of 2 years from February 2024. He is Chairman of Scientific Advisory Committee (SAC) of Center of Innovative and Applied Bioprocess (CIAB) since 2021. He is the Board Member for Board of Governors - National Institute of Pharmaceutical Education &amp; Research (NIPER), since November 2022. He was appointed as Honorary Member of Indian Pharmacopoeia Expert Working Group on Vaccines and Immunoserum for Human Use in the year 2017. His commitment and actions towards making affordable vaccines for mass has been appreciated and valued globally by Gavi and Gates Foundation. Mr. Bill Gates himself has lauded the efforts of Dr. Rajesh Jain towards this noble cause. He was amongst the Top 40 Global most influential people in global pharmaceutical industry according to the World Pharmaceutical Frontiers published in SPG Media, London in 2008.</p> <p>He released following two position papers:</p> <ul style="list-style-type: none"> <li>• CII recommendations for Guideline Changes in Vaccine Approval Procedures; and</li> <li>• The Make in India Imperative – Position Paper on Regulatory and Policy Changes required for Sustained competitiveness of the Indian Vaccine Industry.</li> </ul>	<p>Mr. Sandeep Jain has around 41 years' experience in the pharmaceutical industry. He has significant experience in corporate finance, corporate governance and compliance matters and is involved in the overall supervision of day-to-day operations with emphasis on international marketing, business development, tax laws and regulatory matters. Under his exceptional understanding of the business principles, the Company is continuously expanding its global aspirations by improving its international marketing efforts into various markets across the globe and is currently exporting its branded formulations in CIS countries, Asia, Eastern Europe and African region.</p>
Nature of expertise in specific functional areas	<ul style="list-style-type: none"> <li>• Science &amp; Innovation, Research &amp; Development</li> <li>• Finance &amp; Accounts</li> <li>• Legal</li> <li>• Corporate Governance &amp; Compliance</li> <li>• Industry Knowledge</li> <li>• Risk Management</li> <li>• General Management</li> </ul>	<ul style="list-style-type: none"> <li>• Science &amp; Innovation, Research &amp; Development</li> <li>• Finance &amp; Accounts</li> <li>• Legal</li> <li>• Corporate Governance &amp; Compliance</li> <li>• Industry Knowledge</li> <li>• Risk Management</li> <li>• General Management</li> </ul>
Terms and conditions of appointment / re-appointment	Dr. Rajesh Jain is retiring by rotation at this AGM and is being re-appointed as a Director.	Mr. Sandeep Jain is retiring by rotation at this AGM and is being re-appointed as a Director.
Remuneration last drawn (including sitting fees, if any)	₹9.51 million was paid for FY 2024-25	₹8.75 million was paid for FY 2024-25
Remuneration proposed to be paid	As per existing approved terms and conditions.	As per existing approved terms and conditions.
Date of first appointment on the Board	November 15, 1984 (retiring by rotation at this AGM)	November 15, 1984 (Mr. Sandeep Jain holds retiring by rotation at this AGM)

Particulars	Dr. Rajesh Jain	Mr. Sandeep Jain
Shareholding in the Company including as a beneficial owner as on date	Dr. Rajesh Jain holds 3,02,17,312 Equity Shares of ₹1 each, comprising ~49.33% of total Equity Share Capital of the Company and 1,30,08,600, 0.5% Cumulative Non-Convertible & Non-Participating Redeemable Preference Shares of ₹10 each comprising ~80.61% of total Preference Share Capital of the Company.	93,51,924 Equity Shares of ₹1 each, representing ~15.27% of total Equity Share Capital of the Company and 31,28,400, 0.5% Cumulative Non-Convertible & Non-Participating Redeemable Preference Shares of ₹10 each representing ~19.39% of total Preference Share Capital of the Company.
	He also holds 22,55,815 equity shares of ₹1 each, comprising ~3.68% of total Equity Share Capital of the Company, as significant beneficial owner, being partner of First Lucre Partnership Co.	He also holds 22,55,815 equity shares of ₹1 each, comprising ~3.68% of total Equity Share Capital of the Company, as significant beneficial owner, being partner of First Lucre Partnership Co.
Relationship with other Directors / Key Managerial Personnel	Dr. Rajesh Jain is brother of Mr. Sandeep Jain, Joint Managing Director and father of Mr. Ankesh Jain & Mr. Harshet Jain, Whole-time Directors of the Company.	Mr. Sandeep Jain is brother of Dr. Rajesh Jain, Chairman and Managing Director and uncle of Mr. Ankesh Jain & Mr. Harshet Jain, Whole-time Directors of the Company.
Number of Board Meetings attended during FY 2024-25	4 (Four)	3 (Three)
Directorships held in other Companies as on date	<ul style="list-style-type: none"> <li>• Adveta Power Private Limited</li> <li>• Panacea Biotec Pharma Limited</li> <li>• PanEra Biotec Private Limited</li> <li>• Uttar Pradesh Promote Pharma Council</li> </ul>	<ul style="list-style-type: none"> <li>• PanEra Biotec Private Limited</li> <li>• Neophar Alipro Limited</li> </ul>
Committee Membership / Chairmanship of other companies as on date	He is a member of the Committee of Directors and Corporate Social Responsibility Committee of Panacea Biotec Pharma Limited.	He does not hold Committee Membership / Chairmanship of any other company.
Listed entities from which he has resigned in the past 3 years	None	None

By order of the Board  
For **Panacea Biotec Limited**

Place: New Delhi  
Date : August 14, 2025

Sd/-  
Vinod Goel  
Group CFO and Head Legal & Company Secretary  
Membership No.: F3232