

Panacea Biotech Limited

(CIN:L33117PB1984PLC022350)

Regd. Office: Ambala - Chandigarh Highway, Lalru - 140 501, Punjab

Corp. Office: B-1 Extn./G-3, Mohan Co-operative Indl. Estate, Mathura Road, New Delhi - 110 044

Website: www.panaceabiotec.com E-mail: companysec@panaceabiotec.com

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NOTICE

NOTICE is hereby given that the **Thirty Ninth Annual General Meeting** of the Members of Panacea Biotech Limited ("the Company") will be held on **Friday, September 29, 2023 at 11:30 A.M.** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

- To consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 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, 2023 including Auditors' Report thereon and in this regard, if thought fit, to pass the following resolutions as

Ordinary Resolutions:

- "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 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."
 - "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 including Auditors' Report thereon, as circulated to the members, be and are hereby considered and adopted."
- 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 Mr. Sandeep Jain (DIN: 00012973) who retires by rotation and being eligible, offered himself for re-appointment, be and is hereby re-appointed as director, liable to retire by rotation."
 - To appoint a Director in place of Mr. Ankesh 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 Mr. Ankesh Jain (DIN: 03556647) who retires by rotation and being eligible, offered himself for re-appointment, be and is hereby re-appointed as director, liable to retire by rotation."

SPECIAL BUSINESS:

- 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, as approved by the Board of Directors and set out in the explanatory statement annexed to the Notice, to be paid to M/s. Jain Sharma & Associates, Cost Accountants having 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 2023-24, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorised 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 Biotech Limited

Vinod Goel
Group CFO and Head Legal
& Company Secretary
Membership No.: FCS3232

Place: New Delhi
Date : August 12, 2023

NOTES:

- 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 and May 05, 2020, respectively, followed by subsequent circulars in this regard, the latest being Circular No. 10/2022 dated December 28, 2022 (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, 2023 and dispensed personal presence of the members at the AGM. In line with the MCA Circulars, the Securities and Exchange Board of India ("SEBI") has also vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023, respectively, provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). In compliance with these Circulars, the 39th Annual General Meeting ("AGM" / "Meeting") of the Company is being conducted through VC / OAVM, without the physical presence of the members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company viz. Ambala-Chandigarh Highway, Lalru - 140501, Punjab.
- Generally, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under Section 105 of the Act will not be available for the AGM. However, in pursuance of Section 112 and 113 of the Act, the bodies corporate are entitled to appoint authorised representatives to attend the AGM through VC / OAVM on their behalf and participate thereat and cast their votes through remote e-Voting.
- Since the AGM will be held through VC / OAVM facility, the Proxy Form, Attendance Slip and Route Map are not annexed hereto.
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("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 ("Secretarial Standard - 2"), as applicable, are provided in the Annexure - I to the Notice.
6. **Dispatch of Notice of AGM and Annual Report through Electronic Mode:**
- Pursuant to the aforesaid MCA Circulars and SEBI Circulars, the Notice of AGM and the Annual Report for the year 2022-23 are being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Therefore, Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the soft copy of Notice of the AGM and the Annual Report for the financial year 2022-23 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:-
 - For Members holding shares in physical form: please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to Company's Registrar & Transfer Agent, viz. Skyline Financial Services Pvt. Ltd. ("RTA") at compliances@skylinerta.com or at Company's email address: companysec@panaceabiotec.com
 - For the Members holding shares in demat form: please update your email address with your respective Depository Participant(s) ("DPs").
 - Members may also note that the Notice of the 39th AGM and the Annual Report for the financial year 2022-23 will also be available on the Company's website viz. 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.
 - The Notice of AGM 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, September 01, 2023.
 - 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. Friday, September 22, 2023, 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 22, 2023 to Friday, September 29, 2023 (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 Friday, September 22, 2023.
8. **Procedure for Voting through Electronic Means (Remote e-Voting):**
- 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, 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 39th AGM by electronic means and has availed the services of National Securities Depository Limited ("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').
 - The remote e-Voting period will commence on Tuesday, September 26, 2023 (from 09:00 a.m. IST) and end on Thursday, September 28, 2023 (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 i.e. Friday, September 22, 2023 may cast their votes electronically.

Cut-off date for remote e-Voting	September 22, 2023
Remote E-Voting start date	September 26, 2023
Remote E-Voting end date	September 28, 2023

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.

- 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 i.e. Friday, September 22, 2023 may obtain user ID and password for e-Voting by sending a request to the Company's RTA or NSDL.
- A person who is not a member as on the cut-off date i.e. Friday, September 22, 2023, should treat this Notice for information purposes only.
- The voting at the AGM will begin on September 29, 2023 at 11:30 A.M. and will end on 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. 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 shall not be entitled to cast their vote again.
- The process / manner for availing remote e-Voting facility and the instructions for members voting electronically are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts 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.	- Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL 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 & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will also be able to see the E Voting Menu. The Menu will have links of an e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or contact at 022 - 48867000 / 022 - 24997000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free no.: 1800 22 55 33 or contact at 022- 23058738 or 022-23058542-43

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.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. 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 General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

vii) 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 / OVAM 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 or scrutinizer108@gmail.com with a copy marked to evoting@nsdl.co.in and companysec@panaceabiotec.com **not later than 48 hours before the scheduled time of commencement of the Meeting.**
- 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 five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 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.nsdl.com or call on 022-48867000 and 022-24997000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in, who will also address the grievances connected with voting by electronic means. Members may also contact RTA of the Company at +91-11-40450193-97, +91-11-26812682 and +91-11-26812683 or email at compliances@skylinerta.com.

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

- A. In compliance with the requirements of the MCA Circulars, 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:

Click the link: <https://www.skylinerta.com/EmailReg.php> and follow the registration process as guided thereafter and mentioned herein 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 to 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 to confirm the registration of Email id given by the shareholder, for the limited purpose of serviced AGM notice.

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 No. 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 to 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.
- j) RTA to confirm the registration of Email id given by the shareholder for the limited purpose of serviced AGM Notice.

Post successful registration of the email, 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.

- B. 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.
 - C. 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. Members may follow the same procedure for e-Voting at the AGM as mentioned for remote e-Voting. Only those Members who will be attending the AGM through VC / OVAM and have not cast their vote by remote e-Voting, may exercise their voting rights at the AGM. 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.

11. 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 22, 2023.
12. 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 the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be available electronically for inspection by the members during the AGM.

All relevant documents referred to in the Notice of AGM and 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 AGM. Members seeking to inspect such documents can send an email to companysec@panaceabiotec.com.

13. Members desirous of seeking any information relating to the annexed Audited Financial Statements of the Company for the financial year ended March 31, 2023 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 at least seven (7) days prior to the date of AGM i.e. by September 22, 2023 by 05:00 p.m. IST from their registered email address, mentioning their name, DP ID and Client ID number / folio number and mobile number. This would enable the Company to compile the information and provide the suitable replies at the Meeting.

14. Instructions for Members for accessing and participating in the AGM through VC / OAVM Facility are as under:

- 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 39th 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 the OTP based login for logging into the e-Voting system of NSDL.**
- iii) Members may note that the VC / OAVM Facility will be available for 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any such restriction.
- 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) The Members who have cast their vote by remote e-Voting prior to the AGM may also participate in the AGM through VC / OAVM Facility but shall not be entitled to cast their vote again.
- 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 laptops for better experience. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- ix) 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.
- x) 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 number/folio number and mobile number, to reach the Company at its email address: companysec@panaceabiotec.com at least 48 hours in advance before the start of the AGM i.e. by September 26, 2023 by 05:00 p.m. IST.
- xi) **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.**
- xii) 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.
- xiii) The Helpline details of the persons who may be contacted by the Members needing assistance, before or during the AGM shall be the same as mentioned for remote e-Voting at Note No. 8 above.

15. 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 seven (7) 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, from time to time, to the IEPF. 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.

16. 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 seven (7) consecutive years or more, into the Suspense Account of IEPF Authority. Accordingly, the Company had, from time to time, transferred total 1,15,293 equity shares of Re.1 each into the demat account of IEPF Authority, in respect of which dividend amount was not claimed by the members for seven (7) 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 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. As on

the date of this Notice, 8,310 shares have been claimed back by the shareholders by following the said procedure.

17. 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.
18. Non-Resident Indian Members are requested to inform the Company's RTA immediately:
 - a) 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.
 - b) any change in their residential status on return to India for permanent settlement.
19. **The members who are holding shares in physical form and have not yet got exchanged their old Share Certificate(s) for Equity Shares of Rs.10/- each, into new Share Certificate(s) in respect of sub-divided Equity Shares of Re.1/- each, are requested to send the request along with the related original Share Certificate(s) immediately.**
20. **Equity Shares of the Company are under Compulsory Demat segment. Securities and Exchange Board of India ("SEBI") has also mandated that securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019. SEBI vide its notification dated January 24, 2022 has further notified that transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.**

In view of the above and to eliminate the risks associated with physical shares and for ease of portfolio management & avail various benefits of dematerialisation, Members holding shares in physical form are requested to contact any of the Depository Participants ("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.
21. **Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. issue of duplicate securities certificate; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be.** The said forms can be downloaded from the Company's website at <https://www.panaceabiotec.com/en/section/information-repository/other-important-information>.
22. 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.
23. SEBI has mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details, etc.) and nomination details by holders of physical securities in prescribed forms. Any service requests or complaints received from the Member will not be processed by Company or its RTA till the aforesaid details / documents are provided to the Company / RTA. In terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, issued in supersession to the earlier SEBI Circulars, in case any of the above cited documents / details are not available in the Folio(s) on or after October 01, 2023, RTA shall be constrained to freeze such Folio(s). Further, SEBI has also mandated linking PAN with Aadhaar. The Central Board of Direct Taxes (CBDT) had extended the date for linking of PAN with Aadhaar to June 30, 2023. Further, the folios in which PANs are not linked with Aadhaar numbers as on the notified cut-off date, shall also be frozen. The requirement of existing investors to link their PAN with their Aadhaar number is not applicable for Non-Resident Indians (NRI), Overseas Citizens of India (OCI) unless the same is specifically mandated by CBDT, Ministry of Finance / any other Competent Government authority. Accordingly, Members are requested to send requests to the RTA of the Company through prescribed forms i.e. Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at Company's website at <https://www.panaceabiotec.com/en/section/information-repository/other-important-information>. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or the Prevention of Money Laundering Act, 2002.
24. In compliance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 the Company has disseminated the requirements to be complied with by holders of physical securities on its website www.panaceabiotec.com. The Company has also directly intimated its security holders about folios which are incomplete with regard to details required under para 4 of this circular on May 15, 2023. The RTA has also submitted a report to SEBI on May 31, 2023, on the steps taken towards sensitizing its security holders regarding mandatory furnishing of PAN, KYC and nomination details as detailed in para 4 of this circular.
25. 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 number for easy reference and speedy disposal thereof.
26. 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/en/section/information-repository/nomination-faqs>) to the RTA of the Company. Members holding shares in demat form may contact their respective Depository Participants for recording of nomination.
27. 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.
28. Mr. Debabrata Deb Nath, Practicing Company Secretary (Membership No. F-7775), Partner of 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.
29. 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, make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, and shall within the prescribed time, submit the report to the Chairman of the AGM or a person authorized by him in writing, who shall countersign the same.
30. The results of the voting shall be declared after receipt of the consolidated scrutinizer's report either by Chairman of the AGM or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date 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 Limited and National

Stock Exchange of India Limited. 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

The Board of Directors, on the recommendation of the Audit Committee and in order to enhance the audit quality, has in its meeting held on May 30, 2023, 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 2023-24 at a remuneration of Rs.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 body meeting. Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2023-24.

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

The Board of Directors recommends the resolution as set out at Item no. 4 of this notice for ratification by the members of the Company by way of an Ordinary Resolution.

By order of the Board
For Panacea Biotec Limited

Vinod Goel
Group CFO and Head Legal
& Company Secretary

Place: New Delhi
Date : August 12, 2023

Annexure I to the Notice

Details of Directors seeking re-appointment at the 39th AGM in respect of item nos. 2 and 3 to the Notice

[Pursuant to the provisions of SEBI LODR Regulations and Secretarial Standard – 2, as applicable]

Particulars	Mr. Sandeep Jain	Mr. Ankesh Jain
Director Identification	00012973	03556647
Number (DIN)	57 years	35 Years
Age	Senior Secondary	B.Sc. in Pharmaceutical Management from University of Bradford, U.K., MBA from Marshall School of Business, University of Southern California, Los Angeles, USA.
Brief Resume/ Professional Expertise	He has around 39 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.	Mr. Ankesh Jain is a global sales & business development professional with ~13 years of experience in the pharmaceutical industry. He was appointed as a Whole-time Director designated as Director Sales & Marketing of the Company w.e.f. April 01, 2016. He leads sales, marketing and business development to expand the Company's global footprint and identifying new growth opportunities in new regions. Prior to his current role, he has led the domestic pharmaceutical formulations business for the Company.
Terms and conditions of appointment/re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Sandeep Jain who was re-appointed as Joint Managing Director w.e.f. April 01, 2022 in the current term, is liable to retire by rotation.	In terms of Section 152(6) of the Companies Act, 2013, Mr. Ankesh Jain who was re-appointed as Whole-time Director designated as Director Sales & Marketing w.e.f. April 01, 2022 in the current term, is liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	Rs.7.56 million during FY 2022-23	Rs.2.93 million during FY 2022-23
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	April 01, 2016
Shareholding in the Company as on date	1,00,31,600 Equity Shares of Re.1 each, comprising 16.38% of total Equity Share Capital and 31,28,400, 0.5% Cumulative Non-Convertible & Non-Participating Redeemable Preference Shares of Rs.10/- each comprising 19.38% of total Preference Share Capital of the Company.	Nil
Relationship with other Directors/Key Managerial Personnel	He is related to Dr. Rajesh Jain and Mr. Ankesh Jain, directors of the Company	He is related to Dr. Rajesh Jain and Mr. Sandeep Jain, directors of the Company
Number of Board Meetings attended during FY 2022-23	Three (3)	Two (2)
Directorships held in other Companies as on date	- PanEra Biotec Private Limited - Neophar Alipro Limited	- Adveta Power Private Limited - Panacea Biotec Pharma Limited
Committee Membership / Chairmanship of other companies as on date	Nil	He is a Member of Audit Committee and Committee of Directors of Panacea Biotec Pharma Limited.