

Panacea Biotec 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 Eighth **Annual General Meeting** of the Members of Panacea Biotec Limited ("the Company") will be held on **Wednesday, September 28, 2022 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, 2022 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, 2022 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, 2022 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, 2022 including Auditors' Report thereon, as circulated to the members, be and are hereby considered and adopted."
- To appoint a Director in place of Mr. Soshil Kumar 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 a **Special Resolution:**

"RESOLVED THAT Mr. Soshil Kumar Jain (DIN: 00012812) 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 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 Dr. Rajesh Jain (DIN: 00013053) 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. GT & Co., Cost Accountants, appointed as Cost Auditors of the Company, to conduct the audit of cost records of the Company for the financial year 2022-23, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors 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 Biotec Limited

Vinod Goel
Group CFO and Head Legal
& Company Secretary

Place: New Delhi
Date : August 09, 2022

NOTES:

- In view of the continuing Covid-19 pandemic requiring social distancing norms to be followed and pursuant to General Circulars issued by the Ministry of Corporate Affairs ("MCA") vide Nos. 14/2020, 17/2020, 20/2020, 02/2021 and 02/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 05, 2022 respectively (collectively referred to as "MCA Circulars"), and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively, issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the 38th Annual General Meeting ("AGM" / "Meeting") of the Company is being conducted through Video Conferencing ("VC") or Other Audio-Visual Means ("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 Body Corporates 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.

3. Since the AGM will be held through VC / OAVM facility, the Proxy Form, Attendance Slip and Route Map are not annexed hereto.
4. The Explanatory Statement 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 in the ensuing AGM as required pursuant to the provisions 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:**

i) Pursuant to the aforesaid MCA Circulars & SEBI Circulars in view of the prevailing situation, the Notice of AGM and the Annual Report for the financial year 2021-22 are being sent only through electronic mode to those Members whose email addresses are registered with the Company's Registrar and Transfer Agent, Skyline Financial Service Pvt. Ltd. ("RTA") / Depositories. Physical copies shall be sent to those members who requests for the same. Members whose email address is not registered with the RTA or with their respective Depository Participant(s) ("DPs"), and who wish to receive the soft copy of Notice of the AGM and Annual Report for the financial year 2021-22 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, may send scan copy of a signed request letter mentioning 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 the Company's RTA at compliances@skylinerta.com or at Company's email address: companysec@panaceabiotec.com

b) Members holding shares in demat form, may update email address with their respective DPs.

ii) Members may also note that the Notice of the 38th AGM and Annual Report for the financial year 2021-22 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 National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

iii) 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 Friday, September 02, 2022.

iv) The cut-off date to determine the eligibility for the purpose of voting through electronic means in the AGM is Wednesday, September 21, 2022 ("Cut-off date"). A person who is not a member as on the Cut-off date, should treat this Notice for information purposes only.

v) Any person who has acquired shares and become member of the Company after the dispatch of this Notice and holding shares as on the Cut-off Date, may obtain soft copy of Notice of AGM and the Annual Report by sending a request to the Company or its RTA.

7. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, September 21, 2022 to Wednesday, September 28, 2022 (both days inclusive) for the purpose of AGM.

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, the Company is pleased to provide its Members, the facility to exercise their right to vote on resolutions proposed to be considered at the 38th AGM by electronic means and has engaged the services of NSDL to provide the facility of casting the votes by the Members using an electronic voting system 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 Sunday, September, 25, 2022 (from 09:00 a.m. IST) and end on Tuesday, September 27, 2022 (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. Wednesday, September 21, 2022 may cast their votes electronically.

Cut-off date for remote e-Voting	September 21, 2022
Remote E-Voting start date	September 25, 2022
Remote E-Voting end date	September 27, 2022

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.

iii) 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 the 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 in order 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.	<ol style="list-style-type: none"> 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 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 & 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. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 be also able to see the e-Voting Menu. The Menu will have links of 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN 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, for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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 re-directed 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 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.

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 and 1800 22 44 30
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 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 login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL eservices after using your login 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 in process for those shareholders whose email ids are not registered at note no. 9 below.
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 or during the General Meeting, as the case may be. 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.

iv) General Guidelines for shareholders

- a. Corporate / Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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.
- 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Assistant Vice President, NSDL and / or 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 the Company's RTA 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 only 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 special arrangement with its 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 Demat / electronic folios:

- a) Visit the link <https://www.skylinerta.com/EmailReg.php>
- b) Select the company name, viz. Panacea Bioetec Limited
- c) Select the Mode of Shareholding, viz. NSDL / CDSL
- 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) 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 id given by the shareholder, for the limited purpose of serviced AGM Notice, by sending confirmation mail to respective 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 will check the authenticity of the Folio No. and PAN / Share Certificate No. and send the OTP to Email id to validate the same.
- h) 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, send duly signed copy of PAN to RTA by email to compliances@skylinerta.com.
- j) RTA shall confirm the registration of Email id given by the shareholder for the limited purpose of serviced AGM Notice, by sending confirmation mail to respective shareholder and the Company.

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 members) 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 shareholders to enable e-Voting for this AGM. In case of any queries, 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 Company's RTA, by following due procedure.
- C. Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's RTA, to enable servicing of notices / documents / Annual Reports etc. electronically to their email address in future.
10. A Member can vote either by remote e-Voting or by e-Voting at the AGM. Only those Members who will be attending the AGM through VC / OAVM 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.
11. The voting rights of the equity shareholders 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 shareholding in the total paid-up share capital of the Company carrying voting rights, as on the Cut-off Date.
12. Relevant registers as required under the Act 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 up to 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 Audited Financial Statements of the Company for the financial year ended March 31, 2022 or having any query pertaining to the businesses 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 20, 2022 by 05:00 p.m. IST from their registered email address, mentioning their name, DP ID and Client ID / folio number and mobile number. The same will be replied by the Company suitably.
14. **Instructions for Members for accessing and participating in the AGM through VC / OAVM Facility are as under:**
- i) The Company has availed services of its RTA for providing facility of participation in the AGM through VC / OAVM Facility and e-Voting at the AGM.
 - ii) Members may join the AGM through VC / OAVM Facility by following the procedure as mentioned in Note no. 8 above. VC / OAVM Facility shall be kept open for the Members from 11:15 a.m. IST i.e. 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC / OAVM Facility in 15 minutes after the scheduled time to start the AGM.
 - 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 restriction on account of first-come-first-served principle.
 - 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) 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.
 - vi) **Members will be able to attend the 38th AGM of the Company through VC / OAVM Facility only 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. Please note that 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 as above to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.**
 - vii) 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.
 - viii) Please note that 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 at least 48 hours in advance before the start of the AGM i.e. by September 25, 2022 by 05:00 p.m. IST.
 - x) **Only those Members who have registered themselves as a 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 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.
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 seven (7) consecutive years or more, into the Demat 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 consecutive years or more i.e. from financial year 2010-11. The details of shares so transferred are available on the Company's website <https://www.panaceabiotec.com>. Members may note that shares as well as 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. As on the date of this Notice, 7,310 shares have been claimed back by the shareholders by following the said procedure.
16. The Members holding shares in physical form are requested to intimate changes pertaining to their bank account details, change of address, change of 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 DP.
17. 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.
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 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, provided their shares are not already transferred to IEPF, since the old share certificate of Rs.10/- each are no longer tradable.**
19. **Equity Shares of the Company are under Compulsory Demat segment. Those Members who have not yet got their Equity Shares dematerialised are requested to contact any of the DPs in their vicinity for getting their shares dematerialised.**
- Further, Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in**

dematerialised form w.e.f. April 01, 2019. Accordingly, the Company / RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form. 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. 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 to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
21. SEBI vide its Circulars dated April 20, 2018, November 03, 2021 and December 14, 2021, with a view to protect the interest of the shareholders and implementing common & simplified norms for processing investor's service request by RTAs, has mandated furnishing of PAN, address with PIN code, email address, mobile number, bank account details, specimen signature etc. and nomination by holders who holds shares in physical form. In case any of these details are not updated with the Company / RTA by March 31, 2023, the shares will be frozen by the Company / RTA. In order to support the SEBI's initiative, the Members holding shares in physical form are requested to furnish the aforesaid details to the Company or RTA (if not submitted earlier) in the prescribed forms which are available on the website of the Company under the link <https://www.panaceabiotec.com/en/section/information-repository/other-important-information>.
Also, members are requested to note that with effect from January 01, 2022, Grievance Redressal / Service request can be availed with the RTA only after the required documents / complete data as mandated are furnished for physical folios.
22. 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.
23. Pursuant to Section 72 of the Act, the Members are entitled to make a nomination in respect of shares held by them. Members 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 DPs for recording of nomination.
24. 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.
25. 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.
26. The Scrutinizer shall, immediately after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting in the presence of atleast two witnesses not in the employment of the Company and shall within two (2) working days from the conclusion of the AGM, make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, and shall submit the same to the Chairman of the AGM or a person authorized by him in writing, who shall countersign the same.
27. 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.
28. The members are aware that currently COVID-19 has affected many countries, including India. Pursuant to advisory issued by the Ministry of Health & Family Welfare, MCA and other authorities on preventive measures to contain the spread of Covid-19, please note that the Company is taking all possible precautionary measures to meet this public health situation and contributing to containing the disease and minimizing its contagious effect.

You are also requested to ensure to follow the directives issued by Government of India / State Government for safety of everyone and take adequate precautions at personal as well as at a social level and follow the medical advisories.

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

Item No. 4

Based on the recommendation of the Audit Committee, the Board of Directors has in its meeting held on May 18, 2022, approved the re-appointment of M/s. GT & Co., Cost Accountants, as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year 2022-23 at a remuneration of Rs.55,000/- (Rupees Fifty Five 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) and Goods & Service Tax 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 their Meeting. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2022-23.

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 09, 2022

Annexure I to the Notice

Details of Directors retiring by rotation/seeking re-appointment at the ensuing AGM in respect of item nos. 2 and 3 to the Notice

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

Particulars	Mr. Soshil Kumar Jain	Dr. Rajesh Jain
Age	89 years	58 Years
Qualification	Qualified Pharmacist	Post Graduate diploma holder in Management, Ph.D. holder in Business Administration and is a science graduate from University of Delhi
Brief Resume/ Professional Expertise	<p>He has around 67 years' experience in the pharmaceutical industry. He is the founder promoter & director of the Company and has been its Chairman since October, 1984. He started his career in the Indian pharmaceutical industry by joining his family business in the form of a chemist shop set up by his father. Prior to promoting Panacea Biotec, he was associated with Radicura & Co., a partnership firm engaged in the retail and wholesale trading of pharmaceutical products. He is involved in the strategic planning, vision and formulation of strategies for the Company.</p>	<p>He has around 37 years' experience in the pharmaceutical and vaccine manufacturing industry and providing the strategic, visionary leadership, management & 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 Confederation of Indian Industry (CII), National Committee on Biotechnology for 2022-23 and earlier served as CII Chairman during the periods 2011-12, 2012-13, 2019-20, 2020-21 and 2021-22. He was Vice President of Indian Pharmaceutical Alliance (IPA) for 2017-19 and 2019-21. He was Hon'ble Member of Indian Pharmacopoeia (IP) Expert Working on Vaccines and Immunoserum for Human Use in the year 2017. He was Member of Research Council of CSIR - Central Drug Research Institute (CSIR-CDRI), Lucknow for the year 2017-18. He was also a Board Member for Innovation and Incubation Foundation - Delhi Pharmaceuticals Sciences and Research University (DPSRU) for the year 2017 and member of Academic Council of DPSRU for three years w.e.f. September 2018. He was an external member of the Board of Studies in Pharmacology, Biotechnology, Clinical Pharmacy and Hospital Pharmacy of DPSRU for three years w.e.f. September 2018. He is a member of Delhi Pharmaceuticals Sciences and Research University Vision 2030.</p> <p>His commitment and actions towards making affordable vaccines for mass has been appreciated and valued globally by GAVI and Bill & Melinda Gates Foundation during the pledge conference in June 2011 & in January, 2015. Mr. Bill Gates has himself lauded the efforts of Dr. Rajesh Jain towards this noble cause.</p> <p>He was included amongst the Top 40 influential people in global pharmaceutical industry according to the World Pharmaceutical Frontiers published in SPG Media, London in 2008. He released following two position papers:</p> <ul style="list-style-type: none"> • CII recommendations for Guideline Changes in Vaccine Approval Procedures • The Make in India Imperative – Position Paper on Regulatory and Policy Changes required for Sustained competitiveness of the Indian Vaccine Industry.
Terms and conditions of appointment/re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Soshil Kumar Jain who was re-appointed as Whole-time Director designated as Chairman 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, Dr. Rajesh Jain who was re-appointed as Managing Director 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.11.47 Million during FY 2021-22	Rs.7.77 Million during FY 2021-22
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	February 02, 1984	November 15, 1984
Shareholding in the Company as on date	50,00,000 Equity Shares of Re.1 each, comprising 8.16% of total Equity Share Capital and 65,04,300, 0.5% Cumulative Non-Convertible & Non-Participating Redeemable Preference Shares of Rs.10/- each comprising 40.31% of total Preference Share Capital of the Company.	2,52,17,312 Equity Shares of Re.1 each, comprising 41.17% of total Equity Share Capital of the Company and 65,04,300, 0.5% Cumulative Non-Convertible & Non-Participating Redeemable Preference Shares of Rs.10/- each comprising 40.31% of total Preference Share Capital of the Company.
Relationship with other Directors/Key Managerial Personnel	He is related to Dr. Rajesh Jain, Mr. Sandeep Jain and Mr. Ankesh Jain, directors of the Company	He is related to Mr. Soshil Kumar Jain, Mr. Sandeep Jain and Mr. Ankesh Jain, directors of the Company
Number of Board Meetings attended during FY 2021-22	Two (2)	Five (5)
Directorships held in other Companies as on date	<ul style="list-style-type: none"> • PanEra Biotec Private Limited • Adveta Power Private Limited • Neophar Alipro Limited 	<ul style="list-style-type: none"> • PanEra Biotec Private Limited • Adveta Power Private Limited • Panacea Biotec Pharma Limited
Committee Membership / Chairmanship of other companies as on date	Nil	He is a member of the Committee of Directors and Corporate Social Responsibility Committee of Panacea Biotec Pharma Limited.