

March 12, 2024

The Manager, Listing Department  
The National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051  
NSE Symbol : PANACEABIO

BSE Limited  
Corporate Relationship Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001  
BSE Scrip Code: 531349

**Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

This is in continuation to our letter dated February 13, 2024 intimating the approval of the Board of Directors of the Company, for conducting Postal Ballot Process for seeking shareholders' approval only by way of electronic means ("remote e-voting") in respect of the special businesses as set out in the Postal Ballot Notice.

In this regard, please find enclosed a copy of the Postal Ballot Notice along with Annexure thereto being sent to the shareholders through email only for the purpose of obtaining their approval on the following Special Resolutions:

1. Appointment of Mrs. Ambika Sharma (DIN: 08201798) as Non-Executive Independent Director for a period of 5 consecutive years w.e.f. February 14, 2024.
2. Re-appointment of Mr. Bhupinder Singh (DIN:00062754) as Non-Executive Independent Director for a period of 1 year w.e.f. April 08, 2024.

Pursuant to the MCA Circulars, the Postal Ballot Notice is being sent only by email to those shareholders whose names appear in the Register of Members as on the Cut-off Date i.e. Friday, March 08, 2024 and who have registered their email addresses with the Company or depository / depository participants.

Further, in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant MCA Circulars, the Company has provided only remote e-voting facility to its members to enable them to cast their votes electronically instead of physical mode and for this purpose the Company has engaged the services of National Securities Depository Limited to provide the remote e-voting facility. The procedure / instructions for remote e-voting are given in the Postal Ballot Notice.

The remote e-voting period will commence on Wednesday, March 13, 2024 (from 09:00 a.m. IST) and shall end on Thursday, April 11, 2024 (upto 05:00 p.m. IST).

Contd....2

: 2 :

In light of the MCA Circulars, the shareholders who have not registered their email address and in consequence could not receive the Postal Ballot Notice may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, by clicking the link: <https://www.skylinerta.com/EmailReg.php> and following the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the Postal Ballot Notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to [compliances@skylinerta.com](mailto:compliances@skylinerta.com).

The results of voting by postal ballot through the e-voting process will be announced by the Company within 2 working days from the conclusion of remote e-Voting process.

The above information will be made available on the website of the Company at [www.panaceabiotec.com](http://www.panaceabiotec.com).

This is for your kind information and records please

Thanking you,

Sincerely yours,

For **Panacea Biotec Ltd.**

Vinod Goel  
Group CFO and Head Legal  
& Company Secretary

Encl. As above

## Panacea Biotec Limited

(CIN: L33117PB1984PLC022350)

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

Corp. Office: B-1 Extn./G-3, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi - 110044

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

Tel: +91-11-41679000 Fax: +91-1762-505906

### POSTAL BALLOT NOTICE

Dear Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (**"the Act"**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"SEBI LODR Regulations"**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), any other applicable laws and regulations, Secretarial Standards on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed in the General Circulars issued by the Ministry of Corporate Affairs vide Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 11/2022 and 09/2023, dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022, December 28, 2022 and September 25, 2023, respectively (**"MCA Circulars"**), the resolutions appended herein with respect to the below matters are proposed to be passed by the Members of Panacea Biotec Limited (**"the Company"**) by means of Postal Ballot, only by way of voting through electronic means (**"remote e-voting"** / **"e-voting"**):

S. No.	Particulars
1	Appointment of Mrs. Ambika Sharma (DIN: 08201798) as Non-Executive Independent Director for a period of 5 consecutive years w.e.f. February 14, 2024
2	Re-appointment of Mr. Bhupinder Singh (DIN: 00062754) as Non-Executive Independent Director for a period of 1 year w.e.f. April 08, 2024

An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act read with applicable Rules pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting i.e. casting votes electronically instead of submitting the Postal Ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (**"DP"**).

In compliance with the applicable provisions and providing e-voting facility to the members to cast their votes electronically, the Company has engaged the services of National Securities Depository Limited (**"NSDL"**).

Members holding Equity Shares of the Company on the Cut-off Date i.e. Friday, March 08, 2024 are requested to carefully read the instructions mentioned in Note No. 14 under the head **'Procedure for Voting through Electronic Means (Remote e-Voting)'** in this Postal Ballot Notice and record their assent (**"FOR"**) or dissent (**"AGAINST"**) on the proposed resolutions through the e-voting process.

The remote e-voting facility will be available during the below mentioned period and the members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date may cast their votes electronically.

<b>Cut-off date for eligibility to vote</b>	Friday, March 08, 2024
<b>Remote E-voting start date</b>	Wednesday, March 13, 2024 (from 09:00 a.m. IST)
<b>Remote E-voting end date</b>	Thursday, April 11, 2024 (upto 05:00 p.m. IST)

The remote e-voting facility 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.

Further, the Company has made necessary arrangement to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in Note No. 15 in this Postal Ballot Notice.

The Board of Directors of the Company has appointed Mr. Debabrata Deb Nath, Practising Company Secretary (Membership No. F-7775), Partner of M/s. R&D Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process through e-voting in a fair and transparent manner.

The Members may please also note that a resolution, if assented to by the requisite majority of the shareholders by means of Postal Ballot (through remote e-voting), will be taken as passed effectively on the last date specified for remote e-voting.

#### SPECIAL BUSINESS:

##### 1. Appointment of Mrs. Ambika Sharma (DIN: 08201798) as Non-Executive Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (**"the Act"**) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"SEBI LODR Regulations"**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mrs. Ambika Sharma (DIN: 08201798), who was appointed by the Board of Directors upon recommendation by the Nomination and Remuneration Committee of the Company as an additional director (in the category of Non-Executive Independent Director) of the Company with effect from February 14, 2024 and who meets the applicable criteria for independence under the Act and the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company, whose term shall not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from February 14, 2024.

RESOLVED FURTHER THAT the Company Secretary and the Chief Financial Officer of the Company be and are hereby severally authorised to file all such necessary e-forms with the Registrar of Companies and to intimate any other authority, if required and to do all such acts, matters, deeds and things and to sign all such documents, papers and writings as may be necessary or expedient to give effect to this resolution."

## 2. Re-appointment of Mr. Bhupinder Singh (DIN: 00062754) as Non-Executive Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board of Directors, Mr. Bhupinder Singh (DIN: 00062754), who holds office as an independent director upto April 07, 2024, and is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 1 (one) year with effect from April 08, 2024.

RESOLVED FURTHER THAT the Company Secretary and the Chief Financial Officer of the Company be and are hereby severally authorised to file all such necessary e-forms with the Registrar of Companies and to intimate any other authority, if required and to do all such acts, matters, deeds and things and to sign all such documents, papers and writings as may be necessary 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. : FCS-3232

Place: New Delhi

Date : February 13, 2024

### NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the SEBI LODR Regulations, stating all material facts concerning Special Businesses set out in the Notice of Postal Ballot (the "Notice") is appended below and forms part of this Notice.
2. The Notice will be sent only by electronic mode to all those Members / Beneficial Owners of the Company whose names would appear in the Register of Members / list of Beneficial Owners as received from the Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, March 08, 2024 ("Cut-off Date") and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants ("DPs") and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited ("RTA").
3. The Members may also note that the Notice will also be available on the Company's website viz. <https://www.panaceabiotech.com> and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed and on the website of NSDL <https://www.evoting.nsdl.com>.
4. In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
5. The Members of the Company would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names are appearing on the Register of Members / List of Beneficial Owners as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / DPs) shall be eligible for remote e-voting.
6. The Members holding shares in physical form are requested 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.
7. Non-Resident Indian Members are requested to inform the Company's RTA immediately:
  - a) the particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
  - b) any change in their residential status on return to India for permanent settlement.
8. **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.**
9. **Equity Shares of the Company are under Compulsory Demat segment. Further, Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized 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, the 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.** 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.
10. **Members holding shares in physical mode are requested to update their email addresses with the Company's RTA by an email at [compliances@skylinerta.com](mailto:compliances@skylinerta.com). Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant.**
11. SEBI has mandated the submission of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details, etc.) and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023.

Members holding shares in physical form are requested to submit their PAN, KYC and nomination details to the Company's RTA at [compliances@skylinerta.com](mailto:compliances@skylinerta.com) and follow the process detailed below for availing services from RTA:

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

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

12. In all correspondence(s) with the Company / RTA, Members are requested to quote their folio number and in case their shares are held in the dematerialised form, they must quote their DP ID and Client ID for easy reference and speedy disposal thereof.
13. 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.
14. 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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/202/242 dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. 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"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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.</li> <li>4. Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for CDSL Easi / Easiest, they can login through their User id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="https://www.cdslindia.com">https://www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login of Easi/Easiest the user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from an e-Voting link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>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.</li> <li>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.</li> </ol>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at +91-22-4886 7000 and +91-22-2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 22 55 33

**B) Login Method 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?**

- 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, 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.
- 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***

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on

your email ID. Trace the email sent to you by 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 at Sl. No. 15 "Process for those shareholders who have not registered their email ids".
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.nsd.com](http://www.evoting.nsd.com).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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](mailto: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 One Time Password (OTP) 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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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 the Company for which you wish to cast your vote during the remote e-Voting period.
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.

### 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 / Power of Attorney etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizer@panaceabiotec.com](mailto:scrutinizer@panaceabiotec.com) or [scrutinizer108@gmail.com](mailto:scrutinizer108@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).  
Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
- b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon 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.nsd.com](http://www.evoting.nsd.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.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Deputy Vice President-NSDL or Ms. Pallavi Mhatre, Senior Manager, NSDL at designated email ID: [evoting@nsdl.com](mailto:evoting@nsdl.com) or contact at NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013.

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

- A. As part of the Company's green initiative and to facilitate those members who have not registered their email address to receive this notice electronically and cast their vote electronically, the Company has made special arrangement with its RTA, for registration of email addresses. Therefore, those shareholders who have not yet registered their email address are requested to get their email address registered by following the procedure given below:

### **For Members who are holding shares in demat mode:**

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

### **For Members who are holding shares in physical form:**

- 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 shall check the authenticity of the Folio No. and PAN / Share Certificate No. and send the OTP to Email id to validate the same.
  - h) Shareholder to enter the OTP received by Email to complete the validation process. (OTP will be valid for 5 minutes only).
  - i) If PAN is not available in records, shareholder to send 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 this Notice, by sending confirmation mail to respective shareholder and the Company.
- B. 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 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 Postal Ballot. In case of any queries, shareholder may write to compliances@skylinerta.com.
  - C. It is clarified that for permanent registration of email address, the shareholder is required to register his / her / its email address, in respect of electronic holdings with the Depository through the concerned Depository Participant and in respect of physical holdings with the Company's RTA, by following due procedure.
  - D. 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.
16. The voting rights of the members and preference shareholders shall be in proportion to the paid-up value of their shares in the total paid-up share capital of the Company carrying voting rights, as on the cut-off date, being March 08, 2024.
  17. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman or any other person authorized by the Chairman within two working days from the conclusion of the postal ballot e-voting. The Scrutinizer's decision on the validity of votes cast will be final.
  18. The results of the postal ballot (conducted through remote e-voting process) along with Scrutinizer's Report, will be announced within 2 (two) working days from the conclusion of e-voting i.e. Thursday, April 11, 2024 and same will be displayed on the Company's website viz. www.panaceabiotec.com and on the website of NSDL and shall also be communicated to BSE Ltd. and National Stock Exchange of India Ltd., where the equity shares of the Company are listed. 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.
  19. The resolutions, if assented by the requisite majority through Postal Ballot, shall be deemed to be duly passed on the last date specified for e-voting, i.e. Thursday, April 11, 2024, at 5:00 P.M. (IST), in terms of the Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India.
  20. As required by Rule 20 and 22 of the Rules read with the MCA Circulars and the SEBI LODR Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper and one Punjabi daily newspaper circulating in Lalru, Chandigarh (in vernacular language, i.e. Punjabi).
  21. All relevant documents specifically stated to be open for inspection in the accompanying Notice and Explanatory Statement will be available for inspection through electronic mode only on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. April 11, 2024. Members may send their requests on companysec@panaceabiotec.com or compliances@skylinerta.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.

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

#### **Item No. 1**

Pursuant to Section 161 and other applicable provisions of the Companies Act, 2013, the Board of Directors had, in its meeting held on February 13, 2024, appointed Mrs. Ambika Sharma (DIN: 08201798) as an additional Director in the capacity of Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from February 14, 2024 to February 13, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, from Mrs. Ambika Sharma including:

- (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI LODR Regulations;
- (iv) Declaration to the effect that she has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority; and
- (v) Confirmation that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has also received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of director of the Company.

The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mrs. Ambika Sharma.

In the opinion of the Board, Mrs. Ambika Sharma fulfils the conditions for independence specified in the Act and the Rules made thereunder and the SEBI LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and she is independent of the Management. The Board also noted that Mrs. Ambika Sharma's background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director. The Board was satisfied that her appointment is justified due to the following reasons:

- She has diverse experience in the field of corporate strategy & planning, entrepreneurship, finance & accounting, corporate governance and risk & compliance;



- She has been the first lady Director General - International at the Federation of Indian Chambers of Commerce and Industry;
- She led the U.S. Chamber's U.S.-India Business Council as Managing Director, India, making it one of the most sought-after names as a policy advocacy organization in U.S.- India business relations; and
- She is an Advisor to the U.S.-India Strategic Partnership Forum.

Accordingly the Board recommended her appointment as an independent director of the Company, not liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under Regulation 36 of the SEBI LODR Regulations and SS-2 are provided in **Annexure - I** appended to this statement.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and Regulation 17 of the SEBI LODR Regulations, the approval of the members is being sought for the appointment of Mrs. Ambika Sharma as a Non-Executive Independent Director of the Company, by passing a special resolution as set out above.

Save and except Mrs. Ambika Sharma to whom the resolution relates, and her relatives (to the extent of their shareholding in the Company, if any), none of the other 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.1 of the Postal Ballot Notice. This statement may also be regarded as an appropriate disclosure under Regulation 36 of the SEBI LODR Regulations and SS-2.

The Board of Directors recommends the resolution as set out at Item no. 1 of this Notice for approval of the members of the Company by way of a Special Resolution.

## Item No. 2

Mr. Bhupinder Singh (DIN: 00062754) was appointed as an independent director on the Board of Directors of the Company pursuant to the provisions of Sections 149 and 152 of the Act read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") for a term of 5 (five) consecutive years w.e.f. April 08, 2019. The said appointment was approved by the shareholders in their Extraordinary General Meeting held on July 06, 2019. Thus he holds office as an independent director of the Company, not liable to retire by rotation, upto April 07, 2024.

As per the provisions of Section 149 of the Act, an independent director may hold office for two terms of upto 5 (five) consecutive years each.

Mr. Bhupinder Singh fulfils the conditions specified in the Act and SEBI LODR Regulations for his re-appointment as an independent director of the Company and is independent of the management.

The Nomination and Remuneration Committee ("NRC") of the Board of Directors, after taking into account the performance evaluation of Mr. Bhupinder Singh during his first term of 5 (five) years and considering his diverse skills, knowledge, leadership capabilities, expertise in general management, sustainability and vast business experience, among others, as being key requirements for this role, has recommended to the Board, the re-appointment of Mr. Bhupinder Singh as an Independent Director, not liable to retire by rotation, for a second term of 1 (one) year.

The Company has received all statutory disclosures / declarations from Mr. Bhupinder Singh, including:

- Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- Intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI LODR Regulations;
- Declaration to the effect that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority; and
- Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Director), Rules, 2014 with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board and based on its evaluation, Mr. Bhupinder Singh fulfils the conditions specified in the Act read with Rules made thereunder and SEBI LODR Regulations and he is independent of the Management of the Company.

The Board of Directors considers that the re-appointment of Mr. Bhupinder Singh as Non-Executive Independent Director is justified based on his knowledge, background & experience and contributions made by him during his first term and the continued association of Mr. Bhupinder Singh would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, in compliance with Regulation 17(1A) of the SEBI LODR Regulations and other applicable provisions, the resolution seeks the approval of members by way of special resolution for the re-appointment of Mr. Bhupinder Singh as a Non-Executive Independent Director of the Company, for a second term of one (1) year effective from April 08, 2024 to April 07, 2025 (both days inclusive) and his office shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under Regulation 36 of the SEBI LODR Regulations and SS-2 are provided in **Annexure - I** appended to this statement.

Save and except Mr. Bhupinder Singh to whom the resolution relates, and his relatives (to the extent of their shareholding in the Company, if any), none of the other 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. 2 of this Notice. This statement may also be regarded as an appropriate disclosure under Regulation 36 of the SEBI LODR Regulations, SS-2 and Schedule IV of the Act.

The Board of Directors recommends the resolution as set out at Item no. 2 of this notice for approval of the members of the Company by way of a Special Resolution.

By order of the Board  
For Panacea Biotech Limited

Vinod Goel  
Group CFO and Head Legal  
& Company Secretary  
Membership No. : FCS-3232

Place: New Delhi

Date : February 13, 2024

## Annexure I to the Explanatory Statement of the Postal Ballot Notice

Brief Profile of the Directors being appointed / re-appointed, as set out in Item Nos. 1 & 2 of the Postal Ballot Notice, as required in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), issued by the Institute of the Company Secretaries of India.

Name of Director	Mrs. Ambika Sharma	Mr. Bhupinder Singh
DIN	08201798	00062754
Age	61 years	84 years
Qualification	Holder of Bachelor's degree in Economics and Master's degree in Business Economics from Delhi University	B.Com (Delhi University), M.B.A. - Marketing Research (Delhi University), Fellow member of Institute of Management (UK) and Institute of Directors (UK)
Brief Resume/ Professional Expertise	Mrs. Ambika Sharma has 37 years of diverse experience and was the first lady Director General - International at the Federation of Indian Chambers of Commerce and Industry (FICCI). She went on to lead the U.S. Chamber's U.S.-India Business Council (USIBC) as Managing Director, India. She joined USIBC in 2018, making it one of the most sought-after names as a policy advocacy organization in U.S.-India business relations. She has now moved into a strategic role as Advisor to the US-India Strategic Partnership Forum (USISPF).	He has a vast experience of 50 years including 29 years in private sector and has gained expertise in international business, brand marketing, finance, infrastructure, management & systems, hotel management and project consultancy.  He retired as Chairman and Managing Director of State Trading Corporation of India Ltd. and prior to that he was Executive Director with Minerals & Metals Trading Corp. Ltd. He also has been a Consultant to the Ministry of Commerce, director of Bharat Electronics Ltd. and nominee director on the Board of Tourism Finance Corporation of India Ltd. and Industrial Development Bank of India, etc.
Nature of expertise in specific functional areas	Her expertise lies in the field of Corporate Strategy & Planning, Entrepreneurship, Finance & Accounting, Corporate Governance, Risk & Compliance	His expertise lies in the field of International Business, Brand Marketing, Finance, Infrastructure, Management & Systems, Hotel Management and Project Consultancy.
Terms and conditions of appointment/re-appointment	As per resolution at item no. 1 of the Notice read with explanatory statement thereto, Mrs. Ambika Sharma is proposed to be appointed as a non-executive independent director, not liable to retire by rotation, for a period of 5 consecutive years with effect from February 14, 2024.	As per resolution at item no. 2 of the Notice read with explanatory statement thereto, Mr. Bhupinder Singh is proposed to be re-appointed as a non-executive independent director, not liable to retire by rotation, for a period of 1 year effect from February 08, 2024.
Remuneration last drawn (including sitting fees, if any)	Not Applicable	Sitting Fee of Rs.0.20 million for attending Board Meetings during financial year 2022-23
Remuneration proposed to be paid	Sitting Fees as applicable	Sitting Fees as applicable
Date of first appointment on the Board	February 14, 2024	April 08, 2019
Shareholding in the Company as on date	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.	Not related to any Director / Key Managerial Personnel.
Number of Board Meetings attended during financial year 2023-24	Not Applicable	He has attended 1 (one) out of 4 Board Meetings till February 13, 2024 during the financial year 2023-24.
Directorships held in other Companies	<ol style="list-style-type: none"> <li>1. Nature Bio-Foods Limited</li> <li>2. LT Foods Limited</li> <li>3. Ecopure Specialities Limited</li> <li>4. Aakash Educational Services Limited</li> <li>5. Aditya Infotech Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Avonmore Capital &amp; Management Services Limited</li> <li>2. SMW Entertainers Private Limited</li> <li>3. Infinity Infotech Parks Limited</li> </ol>
Listed entities from which the director has resigned in the past three years	Nil	Emmsons International Limited
Committee Membership / Chairmanship of other companies along with listed entities from which director has resigned in past three years	She holds membership in Audit Committee and Nomination and Remuneration Committee of LT Foods Limited	Nil
Skills and capabilities required for the role and the manner in which director meets such requirements	Please refer to item no. 1 of the explanatory statement	Please refer to item no. 2 of the explanatory statement