Sheel Biotech Limited

NOTICE FOR ANNUAL GENERAL MEETING

Notice is hereby given that the 35th Annual General Meeting of the Members of SHEEL BIOTECH LIMITED to be held on Thursday, 24th September, 2026 at 11:30 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

Resolution No. 1: Adoption of Financial Statements

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

Resolution No. 2: Re-appointment of the retiring Director.

To appoint a Director in place of Mr. Sanjay Chandak (DIN: 03459807), who retires by rotation and, being eligible, offers himself for re-appointment and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sanjay Chandak (DIN: 03459807), who retires by rotation at this Annual General Meeting of the Company and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

Resolution No. 3: Approval for Sale / Transfer / Disposal of Land / Immovable Property.

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 Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, consent of the Members be and is hereby accorded to the Board of Directors of the Company to sell, transfer or otherwise dispose of the specified land / immovable property of the Company, on such terms and conditions as may be determined by the Board of Directors, in the best interests of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution.”

Resolution No. 4: Ratification and Approval of Related Party Transactions for the financial year 2025-26.

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("Act"), read with the rules made thereunder, consent of the Members be and is hereby accorded to ratify and approve the Related Party Transactions entered into by the Company during the financial year 2025-26, in the ordinary course of business and on such terms and conditions as disclosed in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

Resolution No. 5: Approval of Managerial Remuneration.

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 Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, consent of the Members be and is hereby accorded for payment of managerial remuneration to the Managing Director / Whole-time Director(s) / Managerial Personnel of the Company, as applicable, within the permissible limits and on such terms and conditions as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

For and on behalf of the Board of Directors
Sheel Biotech Limited

Date: 31st August, 2026
Place: Delhi

Anupam Pandey
Company Secretary & Compliance Officer

NOTES:

1) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the Notice is annexed.

2) Pursuant to General Circular No. 20/2020 dated May 5, 2020, read with General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA), and the applicable circulars issued by the Securities and Exchange Board of India (SEBI) in this regard, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, companies are permitted to hold AGMs through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of Members at a common venue. Accordingly, the AGM shall be conducted through VC/OAVM.

3) Pursuant to MCA Circular No. 14/2020 dated April 8, 2020, the facility to appoint a proxy to attend and cast vote at the AGM is not available for this AGM. However, Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate therein and cast their votes through e-Voting. The relevant Resolution/Authorisation shall be sent to the Company at compliance@sheelbiotech.com.

4) Members may join the AGM through VC/OAVM 15 minutes before and 15 minutes after the scheduled time of commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation in the AGM through VC/OAVM will be made available for up to 1,000 Members on a first-come, first-served basis. This restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., who are permitted to attend the AGM without such restriction.

5) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6) Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and applicable MCA circulars, the Company is providing its Members with the facility of remote e-Voting in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged Skyline Financial Services Private Limited, Registrar and Transfer Agent (RTA), as the authorised agency for facilitating electronic voting. The facility for casting votes through remote e-Voting and e-Voting during the AGM will be provided through Skyline's i-Vote platform.

7) In line with the applicable MCA circulars, the Notice convening the AGM has been uploaded on the website of the Company at www.sheelbiotech.com. The Notice is also available on the website of the National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of Skyline Financial Services Private Limited, the agency providing the remote e-Voting facility.

8) The AGM has been convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013 read with the MCA Circulars issued from time to time.

9) The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained as per the Companies Act, 2013 will be available for electronic inspection by the Shareholders during the AGM without any fee. Shareholders seeking to inspect such documents may send an email to compliance@sheelbiotech.com

10) All documents referred to in the accompanying Notice and Explanatory Statement(s) shall be available for inspection through electronic mode upon request being sent to compliance@sheelbiotech.com up to the date of the AGM.

11) The Register of Members and Share Transfer Register will remain closed from Friday, 18th September, 2026 to Thursday, 24th September, 2026 (both days inclusive) for the purpose of the Annual General Meeting of the Company.

12) Members holding shares in dematerialized form are requested to intimate all changes with respect to their address/bank details/mandate etc. to their respective Depository Participant. The Company or its share transfer agent will not act on any direct request from these members for change of such details. However, request for any change in respect of shares held in physical form should be sent to Company or Registrar & Share Transfer Agent.

13) The Ministry of Corporate Affairs ("MCA"), Government of India, has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies vide General Circular No. 20/2020 dated May 5, 2020, as extended from time to time, including by General Circular No. 03/2025 dated September 22, 2025, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder issued by the Ministry of Corporate Affairs, Government of India (collectively, referred to as the "MCA Circular")

Respectively in terms of which a company would have ensured compliance with the provisions of Section 20 of the Companies Act 2013, if service of documents have been made through electronic mode. In such a case, the Company has to obtain e-mail addresses of its members for sending the notices/documents through e-mail giving an advance opportunity to each shareholder to register their e-mail address and changes therein, if any, from time to time with the Company.

The Company has welcomed the Green Initiative and accordingly has e-mailed the soft copies of the Annual Report for the financial year ended 31st March, 2026, to all those Members whose e-mail IDs are available with the Company's Registrar and Transfer Agent.

The Company requests Members who have not updated their email IDs to update the same with their respective Depository Participant(s) or Skyline Financial Services Private Limited, Registrar and Transfer Agent (RTA) of the Company. Members holding shares in electronic mode are also requested to ensure that their email addresses are updated with their Depository Participant(s)/RTA. Members holding shares in physical mode are requested to update their email addresses by writing to the RTA, quoting their folio number(s).

14) SUBMISSION OF QUESTIONS / QUERIES PRIOR TO AGM: Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending a request from their registered email ID, mentioning their name, DP ID and Client ID/Folio No., PAN and mobile number, to compliance@sheelbiotech.com by Monday, 21st September, 2026 (up to 5:00 P.M.). Members who have registered as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time.

15) Members who do not wish to speak during the AGM but have queries regarding the accounts or any matter to be placed at the AGM may send their queries to compliance@sheelbiotech.com on or before Monday, 21st September, 2026, mentioning their name, demat account number/folio number, email ID and mobile number. The Company will suitably respond to such queries.

16) In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is pleased to provide its Members with the facility to exercise their right to vote electronically. Members holding shares either in physical form or in dematerialised form as on the cut-off date, i.e. Thursday, 17th September, 2026, may cast their votes through remote e-Voting or during the AGM. Detailed instructions for e-Voting are provided below.

17) The Members who have cast their vote by remote e-voting may also attend the AGM, but shall not be entitled to cast their vote again.

18) The remote e-Voting period commences on Saturday, 19th September, 2026 at 9:00 A.M. IST and ends on Wednesday, 23rd September, 2026 at 5:00 P.M. IST. During this period, Members holding shares either in physical form or in dematerialised form as on Thursday, 17th September, 2026, being the cut-off date, may cast their votes electronically. The e-Voting module shall be disabled for voting thereafter. Once a vote on a resolution is cast by a Member, the vote cannot be changed subsequently.

19) The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of remote e-Voting and e-Voting at the AGM.

20) Any person who acquires shares of the Company and becomes a Member after dispatch of the Notice and holds shares as on the cut-off date may cast his/her vote after following the instructions for e-Voting provided in this Notice, which is also available on the websites of the Company and Skyline.

21) The Board of Directors has appointed M/s Gulista & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the remote e-Voting and e-Voting at the AGM in a fair and transparent manner.

22) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses who are not in the employment of the Company. The Scrutinizer shall submit the consolidated Scrutinizer's Report to the Chairman within the time prescribed under the applicable provisions.

23) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sheelbiotech.com/ , NSDL www.evoting.nsdl.com, https://evoting.cdslindia.com/ and on the website of Skyline Financial Services Private Limited https://ivote.Skylineonline.com immediately after the result is declared. The Company shall simultaneously forward the results to National Stock Exchange of India Limited (NSE),where the equity shares of the Company are listed.

24) In terms of the provisions of Section 152(6) of the Companies Act, 2013 ("Act"), Mr. Sanjay Chandak, Director of the Company, is liable to retire by rotation, and being eligible, has offered himself for re-appointment.

Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Clause 1.2.5 of the Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India, is provided hereunder. The Director has furnished consent/ declaration for appointment/ reappointment as required under the Companies Act, 2013 and the Rules made thereunder.

Name of Director	**Mr. Sanjay Chandak**
Director Identification Number (DIN)	03459807
Date of Birth	5/12/1970
Age	56 years
Date of first appointment on the Board	12/10/2011
Terms and Conditions of appointment/ re-appointment	Liable to retire by rotation, original terms of appointment would follow
Brief Resume	Sanjay Chandak, aged 56, is Promoter and Executive Director of the Company. He was appointed as Executive Director of the Company w.e.f. August 14, 2024. He holds a Doctorate Degree from California Public University, USA in Business Administration. He has 27 years of extensive experience in biotechnology, tissue culture, floriculture, seed, organic adoption and certification, and protected cultivation. His focus is on sourcing technologies from various parts of India and abroad and forming tie-ups with organisations for expansion of the Company's business.
Qualification	Ph.D. in Business Administration
Nature of Expertise in specific functional areas	He has 27 years of vast experience in Bio-technology, Tissue Culture, Floriculture, Seed, Organic Adoption, and Certification & Protected cultivation.
Name of the Companies in which he holds Directorship (other than Sheel Biotech Limited)	Nil
Name of committees in which he holds membership/ chairmanship	1- Audit Committee 2- Stakeholder Relationship Committee 3- Corporate Social Responsibility Committee 4- Initial Public offer Committee
Name of the listed entities from which he has resigned in past three years	Nil
Details of remuneration last drawn	₹103.50 Lakhs per annum
Number of Board Meetings attended during the year	15
Relationship with other Directors and Key Managerial Personnel ("KMP")	Director and father of Managing Director
Number of Shares held as on 31st March, 2026 in the Company	23,83,375 Equity Shares

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (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. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.sheelbiotech.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Saturday, 19th September 2026 at 9:00 A.M. IST and ends on Wednesday, 23rd September 2026 at 5:00 P.M. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 17th September 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.

Pursuant to abovesaid SEBI Circular, Login method **for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL Depository**	**1)** If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **2)** If the user is 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 **3)** Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting **4)** For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name and you will be re-directed to e-Voting service provider website 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 (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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 abovementioned website.

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

Login type	Helpdesk details
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 toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on “Shareholders” module.

3) Now enter your User ID
a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant Sheel Biotech Limited on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv)You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@sheelbiotech.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM AND E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast by Monday, 21st September, 2026 (up to 5:00 P.M.). mentioning their name, demat account number/folio number, email id, mobile number at (compliance@sheelbiotech.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance by Monday, 21st September, 2026 (up to 5:00 P.M.). mentioning their name, demat account number/folio number, email id, mobile number at compliance@sheelbiotech.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

GENERAL INFORMATION FOR SHAREHOLDERS:

- The voting right shall be as per the number of equity shares held by the Member(s) as on Thursday, 17th September, 2026, being the cut-off date. Members are eligible to cast votes electronically only if they are holding shares as on that date.

- Mrs. Gulista Saifi of M/s. Gulista & Associates, Company Secretaries (Membership No. FCS: 49402), having address at C-2nd 37, Raju Park, Devli Road, Khanpur, New Delhi-110062, has been appointed as the Scrutinizer to scrutinize the voting and remote e-Voting process in a fair and transparent manner.

- The results of the electronic voting shall be declared after the conclusion of the AGM and submitted to the Stock Exchange(s) within the prescribed time. The results, along with the Scrutinizer's Report, shall also be placed on the website of the Company at www.sheelbiotech.com.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Explanatory Statement sets out the material facts relating to the Special Businesses and Ordinary Business mentioned under Resolution Nos. 3, 4 and 5 in the accompanying Notice.

Resolution No. 3: Approval for Sale / Transfer / Disposal of Land / Immovable Property

The Company proposes to sell, transfer or otherwise dispose of the specified land / immovable property of the Company. Pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, approval of the Members is being sought for the proposed sale, transfer or disposal.

The Board of Directors considers the proposed transaction to be in the best interests of the Company and accordingly recommends the Special Resolution for approval of the Members. The Board shall determine the terms and conditions of the transaction, including the consideration and other commercial terms, in accordance with applicable law and in the best interests of the Company.

None of the Directors and Key Managerial Personnel of the Company is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective interest, if any.

Resolution No. 4: Ratification and Approval of Related Party Transactions for the financial year 2025-26.

The Company has entered into certain Related Party Transactions during the financial year 2025-26 in the ordinary course of business. The Board of Directors, at its meeting held on 27 February 2026, had accorded omnibus approval for Related Party Transactions, subject to applicable provisions of the Companies Act, 2013.

The aggregate transactions with Related Parties during FY 2025-26, as disclosed in Note 28 – Related Party Disclosures forming part of the Financial Statements, are proposed to be ratified and approved by the Members to the extent required under Section 188 of the Act.

The transactions were undertaken in the ordinary course of business and on terms considered reasonable and in the interest of the Company. The relevant details, including the names of the related parties, nature and amount of transactions, are disclosed in Note 28 to the Financial Statements.

None of the Directors and Key Managerial Personnel of the Company, except to the extent of their respective interest in the transactions as disclosed in the Financial Statements, is concerned or interested, financially or otherwise, in the proposed resolution.

Sheel Biotech Limited

Resolution No. 5: Approval of Managerial Remuneration

The Company proposes to obtain the approval of the Members for payment of managerial remuneration to the Managing Director / Whole-time Director(s) / Managerial Personnel of the Company, as applicable, in accordance with Section 197, Schedule V and other applicable provisions of the Companies Act, 2013.

The proposed remuneration shall be within the permissible limits under the applicable provisions of the Companies Act, 2013 and on the terms and conditions as approved by the Board and set out in the relevant records of the Company. The approval is being sought to ensure continued compliance with the applicable statutory requirements.

None of the Directors and Key Managerial Personnel of the Company, except to the extent of their respective interest in the proposed remuneration, is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Special Resolutions at Resolution Nos. 3 and 5 and the Ordinary Resolution at Resolution No. 4 for approval by the Members.

For and on behalf of the Board of Directors
Sheel Biotech Limited

Date: 31st August, 2026
Place: Delhi

Anupam Pandey
Company Secretary & Compliance Officer