

R & D

COMPANY SECRETARIES

Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman and Managing Director
Panacea Biotec Limited
Regd. Office: Ambala-Chandigarh Highway
Lalru- 140501, Punjab

Sub: Passing of Resolution(s) through remote e-voting conducted for 41st Annual General Meeting ("AGM") of the members of Panacea Biotec Limited held on Tuesday, September 30, 2025 at 11:30 A.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") at deemed venue i.e. Registered Office of the Company viz. Ambala-Chandigarh Highway, Lalru - 140501, Punjab

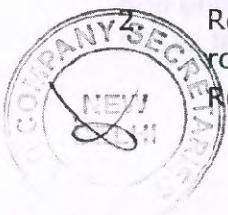
Dear Sir,

I, Debabrata Deb Nath, Practicing Company Secretary (Membership No. F-7775), Partner of R & D Company Secretaries, having office at 785, Pocket-E, Mayur Vihar-II, Delhi-110091, have been appointed by the Board of Directors of Panacea Biotec Limited ("the Company"), to act as the scrutinizer for the purpose of scrutinizing e-voting process conducted prior to AGM ("Remote e-voting") and during the AGM through VC/OAVM ("E-voting at AGM") (collectively referred to as "Remote E-voting Process") pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 including amendments thereof ("Rules"), in a fair and transparent manner in respect of the Item(s)/ Resolution(s) set forth in the Notice of the 41st AGM of the members of the Company held on Tuesday, September 30, 2025 at 11:30 A.M. through VC and as reproduced below:

Ordinary Business:

1. Consider and adopt: a) Audited Standalone Financial Statements for financial year ended March 31, 2025 together with the reports of the Board of Directors and the Auditors thereon; and (b) Audited Consolidated Financial Statements for financial year ended March 31, 2025 including Auditors' Report thereon - Ordinary Resolutions;

Re-appointment of Dr. Rajesh Jain (DIN: 00013053) who retires by rotation and being eligible, offers himself for re-appointment - Ordinary Resolution;



3. Re-appointment of Mr. Sandeep Jain (DIN: 00012973) who retires by rotation and being eligible, offers himself for re-appointment – Ordinary Resolution;

Special Business:

4. Appointment of M/s R&D Company Secretaries, as Secretarial Auditors of the Company - Ordinary Resolution;
5. Ratification of remuneration of M/s Jain Sharma & Associates, Cost Auditors for the financial year 2025-26 - Ordinary Resolution.

Management's Responsibility

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting through remote electronic voting on the resolutions contained in the Notice calling the AGM is the responsibility of the management of the Company.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer is restricted to ensure that the Remote e-voting process is conducted in a fair and transparent manner and render Scrutinizer's Report of the total votes cast "in favour" or "against" and the details of invalid votes, if any, on the above resolutions, to the Chairman.

I hereby submit my report on the resolutions proposed in the AGM Notice as under:

1. The e-voting facility for both e-voting prior to the AGM and e-voting at the AGM by electronics means was provided by the National Securities Depository Limited ("NSDL").
2. In accordance with the applicable provisions, the Notice of 41st AGM sent to the members electronically on September 8, 2025 and the advertisement published on September 9, 2025, the remote e-voting period commenced at 9:00 AM IST on September 27, 2025 and remained open till 5:00 P.M. IST on September 29, 2025. E-voting at AGM was also available to the members attending AGM who have not already cast their vote by remote e-voting and the same was started on the date of AGM, viz. September 30, 2025 at 11:30 A.M. and ended after 30 minutes of completion of AGM.



3. The Equity Shareholders and Preference Shareholders, holding shares as on September 23, 2025, ("cut-off date"), were entitled to vote on the resolutions stated in the Notice AGM of the Company.
4. As per the information given by the Company, the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM through VC and who had not voted through remote e-voting were allowed to cast their votes through e-voting system at the AGM.
5. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>) in the presence of two witnesses, who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
6. Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



Sl No	Particulars of resolution	Ordinary/ Special resolution	Voting	No. of Shareholders Voted*	Votes In favour		Votes Against		Invalid Votes No. of Shares
					No. of Shares	% of total valid Votes	No. of Shares	% of total valid Votes	
1	Consider and adopt: a) Audited Standalone Financial Statements for financial year ended March 31, 2025 together with the reports of the Board of Directors and the Auditors thereon, and b) Audited Consolidated Financial Statements for financial year ended March 31, 2025 including Auditors' Report thereon.	Ordinary Resolution	Remote E-voting	*109	6,10,47,248	99.94	33	0.00	0
			E-voting during AGM	7	37,829	0.06	0	0.00	0
			Total	116	6,10,85,077	100.00	33	0.00	0
2	Re-appointment of Dr. Rajesh Jain (DIN: 00013053) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Remote E-voting	*109	6,10,47,229	99.94	52	0.00	0
			E-voting during AGM	7	37,829	0.06	0	0.00	0
			Total	116	6,10,85,058	100.00	52	0.00	0
3	Re-appointment of Mr. Sandeep Jain (DIN: 00012973) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Remote E-voting	*109	6,10,47,229	99.94	52	0.00	0
			E-voting during AGM	7	37,829	0.06	0	0.00	0
			Total	116	6,10,85,058	100.00	52	0.00	0
4	Appointment of M/s R&D Company Secretaries, as Secretarial Auditors of the Company	Ordinary Resolution	Remote E-voting	*109	6,10,47,248	99.94	33	0.00	0
			E-voting during AGM	7	37,829	0.06	0	0.00	0
			Total	116	6,10,85,077	100.00	33	0.00	0
5	Ratification of remuneration of M/s Jain Sharma & Associates, Cost Auditors for the financial year 2025-26	Ordinary Resolution	Remote E-voting	*109	6,10,47,248	99.94	33	0.00	0
			E-voting during AGM	7	37,829	0.06	0	0.00	0
			Total	116	6,10,85,077	100.00	33	0.00	0

*Includes 2 Preference shareholders holding 1,61,37,000 0.5% Cumulative Non-Convertible Non-Participating Redeemable Preference Shares of Rs.10 each.



Note: Voting Results on the basis of Total Paid-up Share Capital of the Company.

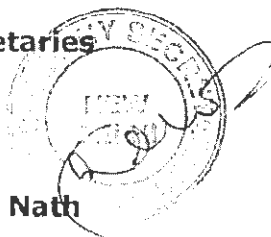
The total paid up share capital of the Company comprises of 6,12,50,746 equity shares of Re.1 each and 1,61,37,000 preference shares of Rs.10 each. Accordingly, the voting results on the basis of total paid-up share capital are as follows:

Resolution No.	In favour		Against	
	Amount of Paid-up Share Capital of votes casted	%age of Paid-up Share Capital of votes casted	Amount of Paid-up Share Capital of votes casted	%age of Total Paid-up Share Capital of votes casted
1	20,63,18,077	100.00	33	0.00
2	20,63,18,058	100.00	52	0.00
3	20,63,18,058	100.00	52	0.00
4	20,63,18,077	100.00	33	0.00
5	20,63,18,077	100.00	33	0.00

You may accordingly declare the result of the voting and take other necessary steps in this regard.

Thanking You,

For **R&D**
Company Secretaries



Countersign by

Vishu



Debabrata Deb Nath
Partner

Chairman/ Authorised Signatory

FCS No.:7775; CP No.: 8612
Peer Review Certificate No.1403/2021
UDIN: F007775G001419867
Unique Identification No. P2005DE011200

Date: October 1, 2025
Place: Delhi