Panacea Biotec
Innovation in support of life

September 08, 2025

The Manager, Listing Department	BSE Limited
The National Stock Exchange of India Ltd.	Corporate Relationship Department,
Exchange Plaza, Bandra Kurla Complex,	Phiroze Jeejeebhoy Towers,
Bandra (E), Mumbai - 400 051	Dalal Street, Mumbai - 400 001
NSE Symbol: PANACEABIO	BSE Scrip Code: 531349

Reg.: Annual Report for the Financial Year 2024-25 including Notice of the 41st Annual General Meeting and details of Cut-off date for remote E-voting and E-voting Period

Dear Sir/Madam,

This is in continuation to our letter dated August 14, 2025, intimating that the 41st Annual General Meeting ("AGM") of the Company will be held on **Tuesday, September 30, 2025 at 11:30 A.M. (IST)** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') in compliance with the applicable General Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to the provisions of Regulation 30 and 34 of the SEBI Listing Obligations and Disclosure Requirements, 2015 ("SEBI LODR Regulations"), please find enclosed the Notice of 41st AGM and the Annual Report for the financial year 2024-25, which is being sent to the Members through electronic mode. The same are also attached and made available on the website of the Company at www.panaceabiotec.com.

Further, pursuant to Regulation 36(1)(b) of SEBI LODR Regulations, a letter containing the web-link of the AGM Notice and Annual Report for the financial year 2024-25 is being sent at the registered address of the shareholders whose e-mail addresses are not registered with the Company / RTA / Depository Participant(s).

Also 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 from time to time and Regulation 44 of the SEBI LODR Regulations, the Company is pleased to provide remote e-voting facility to its members to cast their votes electronically on all resolutions set forth in the enclosed AGM Notice.

Further, relating to the AGM of the Company, you are requested to take note of the following:

1. The **cut-off date** for the purpose of exercising remote e-voting, shall be **Tuesday, September 23, 2025**.
2. **The remote e-voting period shall commence on Saturday, September 27, 2025 (from 09:00 a.m. IST) and end on Monday, September 29, 2025 (upto 05:00 p.m. IST)**.
3. The remote e-Voting facility will also be available during the AGM for the members attending the AGM.

This is for your kind information and record please.

Thanking you,

Sincerely yours,

For **Panacea Biotec Limited**

Vinod Goel
Digitally signed by Vinod Goel
Date: 2025.09.08 15:23:39 +05'30'

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, India
Corp. Office: B-1 Extn./A-27, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi - 110044
Website: www.panaceabiotec.com, E-mail: companysec@panaceabiotec.com, Tel: +91 11 41679000

NOTICE

NOTICE is hereby given that the **41st Annual General Meeting ("AGM")** of the Members of Panacea Biotec Limited ("the Company") will be held on **Tuesday, September 30, 2025** at **11:30 A.M.** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 including Auditors' Report thereon and in this regard, if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

   a) "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

   b) "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Auditors' Report thereon, as circulated to the members, be and are hereby considered and adopted."

2. To appoint a director in place of Dr. Rajesh Jain who retires by rotation and being eligible, offers himself for re-appointment and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Dr. Rajesh Jain (DIN: 00013053) who retires by rotation at this meeting and being eligible, offered himself for re-appointment, be and is hereby re-appointed as a director, liable to retire by rotation."

3. To appoint a director in place of Mr. Sandeep Jain who retires by rotation and being eligible, offers himself for re-appointment and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sandeep Jain (DIN: 00012973) who retires by rotation at this meeting and being eligible, offered himself for re-appointment, be and is hereby re-appointed as a director, liable to retire by rotation."

SPECIAL BUSINESS:

4. To consider appointment of M/s R&D Company Secretaries, as Secretarial Auditors of the Company, and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 ("the Act") read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act, if any (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time in force), Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and such other laws as may be applicable, and based on the recommendation of the Audit Committee and the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof, which may exercise its powers, including the powers, conferred by this resolution), the consent of the members be and is hereby accorded for the appointment of M/s R&D Company Secretaries, a peer reviewed firm of Practicing Company Secretaries bearing Firm Registration No. P2005DE011200, holding Peer Review Certificate No. 1403 / 2021, as Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from financial year 2025-26 till financial year 2029-30 at an annual secretarial audit fees of ₹1,50,000 (Rupees One Lakh and Fifty Thousand only) (including out of pocket expenses as may be incurred in connection with the audit but excluding out of pocket expenses as may be incurred in connection with the outstation travels as per actuals) plus applicable taxes, with the power of the Audit Committee / Board to alter and vary the terms and conditions of appointment including revision in the fees during the tenure of the Auditors, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

   RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board to avail or obtain from M/s R&D Company Secretaries, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws, rules, regulations, circulars and guidelines, as may be issued in this regard, at such remuneration / fees as may be mutually agreed with the Secretarial Auditors.

   RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel(s) of the Company be and are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may in their absolute discretion deem necessary, fit, proper or desirable to give effect to the foregoing resolution."

5. To consider and ratify the remuneration of Cost Auditors and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹1,00,000 (Rupees One Lakh Only) (including out of pocket expenses as may be incurred in connection with the audit but excluding out of pocket expenses as may be incurred in connection with the outstation travels as per actuals) and GST or other Government levies as may be applicable, as approved by the Board of Directors to be paid to M/s Jain Sharma & Associates, Cost Accountants (Firm Registration Number: 000270), appointed as Cost Auditors of the Company, to conduct the audit of cost records of the Company for the financial year 2025-26, be and is hereby confirmed and ratified.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel(s) of the Company be and are hereby severally authorised for and on behalf of the Company to do all such acts, matters, deeds and things and to sign all such documents, papers and writings as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board
For Panacea Biotec Limited

Sd/-
Vinod Goel
Group CFO and Head Legal & Company Secretary
Membership No.: F3232

Place: New Delhi
Date : August 14, 2025

NOTES:

1. The Ministry of Corporate Affairs ("MCA"), Government of India, inter-alia vide its General Circular Nos. 14/2020, 17/2020, and 20/2020 dated April 08, 2020, April 13, 2020, May 05, 2020, respectively, followed by subsequent circulars in this regard, the latest being Circular No. 09/ 2024 dated September 19, 2024 (collectively referred to as "MCA Circulars"), **has permitted conducting of Annual General Meeting through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") facility on or before September 30, 2025** without the physical presence of the members at the AGM. In line with the aforesaid MCA Circulars, applicable provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), **the 41st Annual General Meeting ("AGM" / "Meeting") of the Members of the Company will be held through VC / OAVM, without the physical presence of the members at a common venue.** Hence, the Members can attend and participate in the AGM through VC / OAVM only. The deemed venue for the AGM shall be the Registered Office of the Company viz. Ambala-Chandigarh Highway, Lalru - 140501, Punjab.

2. In line with the said MCA Circulars, the Securities and Exchange Board of India ("SEBI") vide Circular No. SEBI /HO/CFD/CFD-POD-2/P/CIR/ 2024/133 dated October 03, 2024, has also extended the relaxations from printing and dispatching physical copies of Annual Reports to the shareholders, for the AGM conducted till September 30, 2025. Accordingly, the Company will send the Annual Report and the AGM Notice in electronic form only. However, in terms of Regulation 36(1)(c) of SEBI LODR Regulations, the Company will send hard copy of full Annual Report to those shareholders who request for the same.

3. As per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 which came into effect from December 13, 2024, the requirement to send proxy forms is not applicable to general meetings held only through electronic mode. As this AGM would be conducted through VC / OAVM, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

4. The Explanatory Statement as required pursuant to Section 102 of the Act setting out material facts concerning Special Business (being considered unavoidable by the Board of Directors) set out in the Notice is annexed hereto.

5. The relevant details of directors retiring by rotation and seeking re-appointment in the ensuing AGM as required pursuant to Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard on General Meetings (SS-2), as applicable, are provided in the **Annexure - I** to the Notice.

6. **Electronic dispatch of Notice of AGM and Annual Report:**

   i) Pursuant to the aforesaid MCA Circulars and SEBI Circular dated December 12, 2024, the Notice of AGM and the Annual Report for the year 2024-25 are being sent only through electronic mode to those Members whose email addresses are registered with the Company / National Securities Depository Limited ("NSDL") and/or Central Depository Services (India) Limited ("CDSL") collectively "Depositories". Also, a letter providing the web-link, including the exact path, where the Annual Report for the financial year 2024-25 shall be available, is being sent to Members who have not registered their e-mail Ids with the Company.

   However, Members whose email address is not registered with the Company or with their respective Depository Participant(s) ("DPs"), and who wish to receive the soft copy of Notice of the AGM and the Annual Report for the financial year 2024-25 and all other communications sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

   a) <u>Members holding shares in physical form:</u> Please send a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card, and self-attested copy of any document (e.g. Driving License, Voter Identity Card, Passport, Bank Statement, AADHAR) in support of the address of the Member, by email to the Company's Registrar & Transfer Agent, viz. Skyline Financial Services Pvt. Ltd. ("RTA") at kyc@skylinerta.com or at Company's email address: companysec@panaceabiotec.com. The said Form is available at https://www.panaceabiotec.com/en/section/information-repository/other-important-information.

   b) <u>Members holding shares in demat form:</u> Please register / update your email address with your respective DPs.

   ii) The Notice of the 41st AGM and the Annual Report for the financial year 2024-25 will be sent to those Members / beneficial owners electronically, whose name will appear in the Register of Members / list of beneficiaries received from the depositories as on the Record Date i.e. Friday, August 29, 2025.

iii) The Notice of AGM and the Annual Report will also be available on the Company's website viz. www.panaceabiotec.com and on the website of the Stock Exchanges where the equity shares of the Company are listed viz. National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") at https://www.nseindia.com and https://www.bseindia.com, respectively. The Notice will also be available on the website of NSDL at www.evoting.nsdl.com.

iv) Physical copy of the Annual Report (including the Notice of AGM) shall be sent only to those Members who specifically request for the same. Accordingly, Members who wish to obtain a physical copy thereof, may write to the Company at companysec@panaceabiotec.com, requesting for the same by providing their holding details.

v) Any person who has acquired shares and become member of the Company after the dispatch of this Notice but holding shares as on the **Cut-off date i.e. Tuesday, September 23, 2025 ("Cut-off date")**, may obtain electronic copy of Notice of AGM and the Annual Report by sending a request to the Company or the RTA.

7. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 26, 2025 to Tuesday, September 30, 2025 (both days inclusive) for the purpose of AGM. The Cut-off date to determine the eligibility for the purpose of voting through electronic means in the AGM is Tuesday, September 23, 2025.

8. **Procedure for Voting through Electronic Means (Remote e-voting):**

i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI LODR Regulations and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI) and in terms of SEBI Circular No. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated December 09, 2020, the Company is pleased to provide to its Members, the facility to exercise their right to vote on resolutions proposed to be considered at the 41st AGM by electronic means and has availed the services of NSDL to facilitate voting through electronic means from a place other than venue of the AGM ('remote e-voting') as well as e-voting at the AGM through VC / OAVM ('e-voting at the AGM').

ii) The remote e-voting period will commence on Saturday, September 27, 2025 (from 09:00 a.m. IST) and end on Monday, September 29, 2025 (upto 05:00 p.m. IST). During this period, members of the Company holding shares either in physical form or in dematerialised form, as on the Cut-off date, may cast their votes electronically.

Cut-off date for remote e-voting	September 23, 2025
Remote e-voting start date	September 27, 2025
Remote e-voting end date	September 29, 2025

The remote e-voting module shall forthwith be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. However, the facility for voting through electronic voting system will also be made available at the Meeting and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting.

iii) Any person who has acquired shares and become member of the Company after electronic dispatch of Notice of the AGM but holding shares as on the Cut-off date may obtain user ID and password for e-voting by sending a request to the Company's RTA or NSDL.

iv) A person who is not a member as on the Cut-off date, should treat this Notice for information purposes only.

v) The voting at the AGM will begin on September 30, 2025 at 11:30 A.M. and will end upon completion of 30 minutes from the time of the conclusion of the AGM. Within this period, Members attending the meeting through VC / OAVM Facility, who have not yet exercised their vote through remote e-voting, can exercise their vote electronically.

vi) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting through VC / OAVM facility but they shall not be entitled to cast their vote again.

vii) The process / manner for availing remote e-voting facility and the instructions for members voting electronically are as under:

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 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. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and email Id with their DPs 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	i) Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. ii) If 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.

Type of shareholders	Login Method
	iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. iv) Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	i) Existing users who have opted for CDSL Easi / Easiest facility, 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. ii) After successful login of Easi / Easiest, the user will also be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. NSDL for casting 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. iii) If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. iv) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from 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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at abovementioned websites.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at +91-22-48867000
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 +91-1800225533.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

a) 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.

b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member / Creditor' section.

c) 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 e-services 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.

d) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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******.
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**************
For Members holding shares in Physical Form	E-voting Event Number (EVEN) followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

e) Details of password for shareholders other than Individual shareholders are given below:

i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

ii) 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.

iii) 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 from NSDL from your mailbox. Open the email and open the attachment i.e. a .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'.
- If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

f) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

i) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

ii) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address etc.

iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

h) Click on "Login" button.

i) After you click on the "Login" button, Home page of e-Voting will open.

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

a) 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.

b) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the general meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

c) Now you are ready for e-Voting as the Voting page opens.

d) 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.

e) Upon confirmation, the message "Vote cast successfully" will be displayed.

f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

g) 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.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC / OAVM and vote through electronic means, are requested to send a certified scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@panaceabiotec.com or scrutinizer108@gmail.com with a copy marked to evoting@nsdl.co.in and companysec@panaceabiotec.com not later than 48 hours before the scheduled time of commencement of the Meeting. Members 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 5 (five) unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at +91-022-48867000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in, who will also address the grievances connected with voting by electronic means. Members may also contact to the Company's RTA at +91-11-40450193-97, +91-11-26812682 and +91-11-26812683 or email at compliances@skylinerta.com.

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

A. In accordance with the abovesaid MCA and SEBI Circulars and as part of the Company's green initiative, the Company will send the Notice of AGM in electronic form only. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system or through e-voting at the Meeting. To facilitate such shareholders to receive this notice electronically and cast their vote electronically, the Company has made a special arrangement with the RTA, for registration of email addresses in terms of the MCA Circulars.

Therefore, those shareholders who have not yet registered their email address are requested to get their email address registered by following the procedure given below:

For Members who have electronic folios:

a) Visit the link https://www.skylinerta.com/EmailReg.php

b) Select the company name, viz. Panacea Biotec Limited.

c) Select the Mode of Shareholding, viz. Electronic.

d) Enter Demat Account No. (DPID-CLID).

e) Enter the name of shareholder (in case of Joint Shareholders, name of First Shareholder to be entered).

f) Enter the Email id, Mobile No. and PAN of the sole / first shareholder.

g) RTA 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 address given by the shareholder, for the limited purpose of serviced AGM Notice, by sending confirmation mail to concerned shareholder and the Company.

For Members who have physical folios:

a) Visit the link https://www.skylinerta.com/EmailReg.php

b) Select the company name, viz. Panacea Biotec Limited.

c) Select the Mode of Shareholding, viz. Physical.

d) Enter Folio No. of shareholder.

e) Enter the name of shareholder (in case of Joint Shareholders, name of First Shareholder to be entered).

f) Enter the Email id, Mobile No. and PAN of the sole / first shareholder (If PAN is not available in the records, shareholder will have to enter one of the Share Certificate No.).

g) RTA 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 a duly signed copy of PAN to RTA by email to compliances@skylinerta.com.

j) RTA shall confirm the registration of email address given by the shareholder, for the limited purpose of serviced AGM Notice, by sending confirmation mail to concerned shareholders and the Company.

B. Post successful registration of the email as aforesaid, the RTA shall promptly (but not later than within 48 hours of receipt of the e-mail id from the eligible shareholder) share a copy of the AGM Notice and the procedure for e-voting along with the User ID and the Password to the email id given by the shareholder to enable e-voting for this AGM. In case of any queries, the shareholder may write to compliances@skylinerta.com.

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 RTA, by following due procedure.

D. The shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the RTA, to enable servicing of notices / documents / Annual Reports etc. electronically to their email address in future.

10. The voting rights of the equity as well as preference shareholders, for remote e-voting and e-Voting at the AGM shall be in proportion to the paid-up value of their respective shares in the total paid-up share capital of the Company carrying voting rights, as on the Cut-off date, being September 23, 2025.

11. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 170 and Section 189, respectively of the Act and relevant documents referred to in this Notice and the Explanatory Statement will also be available electronically for inspection without any fee by the Members from the date

of circulation of this Notice upto the date of the AGM. Members seeking to inspect such documents can send an email to companysec@panaceabiotec.com.

12. Members desirous of seeking any information relating to the Audited Financial Statements of the Company for the financial year ended March 31, 2025 or having any question or query pertaining to the business to be transacted at the AGM are requested to write to the Company Secretary on the Company's email address: companysec@panaceabiotec.com at least 7 (seven) days prior to the date of AGM i.e. by September 23, 2025 by 11:30 A.M. IST from their registered email address, mentioning their name, DP ID and Client ID / folio number and mobile number. This would enable the Company to compile the information and provide the suitable replies at the Meeting. Please note that Member's questions or queries will be answered only if they continue to hold shares as on the Cut-off Date i.e. September 23, 2025.

13. **Instructions for Members for accessing and participating in the AGM through VC / OAVM:**

    i) In compliance to the aforesaid Circulars, the Company is providing VC / OAVM facility to its Members for attending & participating at the AGM and for which the Company has availed services of its RTA viz. Skyline Financial Services Pvt. Ltd. for providing facility of participation in the AGM through VC / OAVM Facility and e-voting at the AGM.

    ii) **Members will be able to attend the 41st AGM of the Company through VC / OAVM Facility through the NSDL e-voting system at https://www.evoting.nsdl.com under shareholders / members login by using the remote e-voting credentials and selecting the EVEN for the Company's AGM. The Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the process of voting through electronic means mentioned in Note No. 8 above to avoid last minute rush. Further, Members can also use OTP based login for logging into NSDL's e-voting system.**

    iii) Members may note that the facility for joining AGM through VC / OAVM will be available for upto 1,000 Members on a first-come-first-served basis. However, the above restriction shall not be applicable to the large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, Scrutiniser etc.

    iv) Members may follow the same procedure for e-voting at the Meeting as mentioned above in Note no. 8 for remote e-voting.

    v) Only those Members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the Meeting.

    vi) Members who have already cast their vote by remote e-voting prior to the AGM may attend the AGM and their presence shall be counted for the purpose of quorum but shall not be entitled to cast their vote again at the AGM. A Member can vote either by remote e-voting or by e-voting at the AGM.

    vii) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of name will be entitled to vote at the AGM.

    viii) Members are encouraged to join the Meeting through desktop / laptops for better experience and smooth participation. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. The Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio / Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

    ix) Members who would like to express their views / ask questions during the Meeting, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number and mobile number, to reach the Company at its email address: companysec@panaceabiotec.com at least 48 hours in advance before the start of the AGM i.e. by September 28, 2025 by 11:30 A.M. IST.

    x) **Only those Members who have registered themselves as speaker will be allowed to express their views / ask questions during the Meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time or as appropriate for smooth conduct of the AGM.**

    xi) Attendance of the Members participating in the AGM through VC / OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

14. Pursuant to the provisions of Section 124 of the Act read with Rules made thereunder, as amended from time to time, the amount of dividend remaining unpaid or unclaimed for a period of 7 (seven) consecutive years or more from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. In pursuance of this, the Company has transferred the unpaid or unclaimed dividends declared upto the financial years 2010-11, to the IEPF during earlier years. The details of dividends so far transferred to the IEPF Authority are available on the Company's website at web-link: https://www.panaceabiotec.com/en/section/information-repository/other-important-information.

15. Attention of the Members is also drawn to the provisions of Section 124(6) of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, ("IEPF Rules") which require a company to transfer all the shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more, into the Suspense Account of IEPF Authority. Accordingly, the Company had, during earlier years, transferred total 1,15,293 equity shares of ₹1 each into the demat account of IEPF Authority, in respect of which dividend amount was not claimed by the members for seven consecutive years or more i.e. from financial year 2010-11. The details of shares so transferred are available on the Company's website at web-link: https://www.panaceabiotec.com/en/section/information-repository/other-important-information.

    Members may note that both the shares as well as the unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority in accordance with such procedure and on submission of such documents as prescribed in the IEPF Rules and/or by the IEPF Authority. The Company Secretary acts as the Nodal Officer for IEPF matters. As on the date of this Notice, 10,310 shares have been claimed back by the shareholders by following the said procedure.

16. The Members holding shares in physical form are advised to intimate changes pertaining to their bank account details, address, e-mail address, contact numbers etc., if any, to the Company's RTA. Members holding shares in dematerialised form should intimate any such change to their Depository Participant.

17. Non-Resident Indian members are requested to inform the Company's RTA immediately:

    a) the particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number, if not furnished earlier.

    b) any change in their residential status on return to India permanently.

18. **The members who are holding shares in physical form and have not yet got exchanged their old Share Certificate(s) for Equity Shares of ₹10 each, into new Share Certificate(s) in respect of sub-divided Equity Shares of ₹1 each, are requested to send the request along with the related original Share Certificate(s) immediately.**

19. **Transfer of Shares permitted in Demat Form only:** As per Regulation 40 of the SEBI LODR Regulations, securities of the listed companies can be transferred only in dematerialised form, except in case of transmission or transposition of securities. Further, SEBI vide its Master Circular dated May 07, 2024, has mandated that securities shall be issued only in dematerialised mode while processing duplicate / unclaimed suspense / renewal / exchange / endorsement / sub division / consolidation / transmission / transposition service requests received from physical securities holders. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, Members are advised 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.

20. SEBI has, vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, allowed a one-time special window for a period of six months from July 07, 2025 to January 06, 2026, to facilitate re-lodgement of transfer requests of physical shares for transfer deeds lodged prior to April 01, 2019, that were rejected / returned / not attended due to deficiency in the documents, process, or otherwise. All the concerned investors are requested to submit their transfer request along with share certificate(s) and other requisite documents to the Company's RTA, within the stipulated period.

21. Submission of PAN, KYC Details: 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 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's RTA, Skyline Financial Services Private Limited, either by email to compliances@skylinerta.com or by post at D-153 A, 1st 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 Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014	Form SH - 13
	Declaration for opting out of Nomination	Form ISR - 3
	Cancellation or variation of nomination by the holder(s) (to be submitted along with ISR-3)	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 aforesaid forms are available at https://www.panaceabiotec.com/en/section/information-repository/other-important-information	

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

22. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_ IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a Common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

23. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

24. **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.**

25. Nomination: Pursuant to Section 72 of the Act and applicable SEBI Circular, the members are entitled to make a nomination in respect of shares held by them. Members holding shares in physical form and desirous of making a nomination are requested to send their requests in Form No. SH-13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 (which can be obtained from the Company's RTA or can be downloaded from the Company's website through the link: https://www.panaceabiotec.com/nomination-faqs) to the Company's RTA. Members holding shares in demat form may contact their respective Depository Participants for recording of nomination.

26. 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.

27. Mr. Debabrata Deb Nath, Practicing Company Secretary (Membership No. F-7775), Partner M/s R&D Company Secretaries has been appointed

as the Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and votes cast at the AGM, count the votes and make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, and shall, within the stipulated timelines from the conclusion of the AGM, submit the report to the Chairperson of the AGM or a person authorized by him / her in writing, who shall countersign the same.

After receipt of the consolidated scrutinizer's report either by Chairperson of the AGM or by any person authorized by him/her in writing, the results of the voting shall be declared not later than 2 (two) working days from conclusion of the Meeting and the resolutions shall be deemed to be passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the respective resolutions. The results so declared and the scrutinizer's report(s) shall be simultaneously placed on the Company's website (https://www.panaceabiotec.com) and on the website of NSDL and shall also be communicated to BSE and NSE. Further, the results of the voting shall also be displayed on the notice board of the Company at its Registered Office as well as Corporate Office.

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

Item No. 4

Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), on the basis of recommendation of Board of Directors, a listed entity shall appoint or re-appoint: (i) an individual as Secretarial Auditor for not more than one term of 5 (five) consecutive years; or (ii) a Secretarial Audit firm as Secretarial Auditor for not more than 2 (two) terms of 5 (five) consecutive years, with the approval of its shareholders in its Annual General Meeting.

In view of the above and considering the excellent services provided by M/s R&D Company Secretaries, a peer reviewed firm of practicing company secretaries bearing Firm Registration No: P2005DE011200, holding Peer Review Certificate No. 1403/2021, during his previous engagement with the Company and based on the recommendation of Audit Committee, the Board of Directors in its meeting held on May 30, 2025 approved and recommended the appointment of M/s R&D Company Secretaries as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from financial year 2025-26 till financial year 2029-30 at a proposed annual fees of ₹1,50,000 (Rupees One Lakh and Fifty Thousand only) (including out of pocket expenses as may be incurred in connection with the audit but excluding out of pocket expenses as may be incurred in connection with the outstation travels as per actuals) plus applicable taxes, with the power of the Audit Committee and/or Board of Directors to alter and vary the terms and conditions of appointment, revision in fees during the tenure of the Secretarial Auditors, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

The above remuneration is based on the scope of work, knowledge, industry experience, expertise, team size, time and efforts required to be put in by M/s R&D Company Secretaries and is subject to approval of their appointment by the Members at this AGM. Besides the audit services as aforesaid, the Company would also obtain certifications and other professional services, as permissible / mandatorily required from M/s R&D Company Secretaries, as the Secretarial Auditors under applicable laws. The fees for such services will be in addition to the remuneration / fees mentioned above as may be mutually agreed with the Secretarial Auditors.

The disclosures required pursuant to the SEBI LODR Regulations are as follows:

a) Proposed fees payable to Secretarial Auditors: ₹1,50,000 (Rupees One Lakh Fifty Thousand Only) (including out of pocket expenses as may be incurred in connection with the audit but excluding out of pocket expenses as may be incurred in connection with the outstation travels as per actuals) plus applicable taxes. However, the Board of Directors, in consultation with the Audit Committee may revise the terms and conditions of the appointment, including remuneration, in such manner and to such extent as may be mutually agreed between the Secretarial Auditors and the Audit Committee and/or the Board of Directors of the Company.

b) Term of appointment: Appointment as Secretarial Auditors of the Company for 5 consecutive years commencing from financial year 2025-26 to financial year 2029-30.

c) Any material changes in the fee payable to such new auditor from that paid to the outgoing auditor: Not Applicable

d) Basis of recommendation for appointment of Secretarial Auditors: The Audit Committee and the Board considered various parameters like market perception, regulatory compliance, experience of firm, scope of work, knowledge, industry experience, expertise etc.

e) Credentials and Profile of Secretarial Auditors proposed to be appointed: M/s R&D Company Secretaries is a peer reviewed firm of professionals providing professional services in the field of corporate planning & restructuring, mergers & acquisitions, corporate laws, corporate secretarial, NBFC, SEBI related matters and corporate advisory services. The firm is also peer reviewed vide certificate issued by the Institute of Company Secretaries of India ("ICSI"). The firm is well-equipped to carry out a comprehensive Secretarial Audit in accordance with the provisions of Section 204 of the Companies Act, 2013. Mr. Debabrata Deb Nath, Managing Partner of M/s R&D Company Secretaries, is a Fellow member of ICSI having around 15 years of experience in providing such services.

   As part of their Secretarial audit, M/s R&D Company Secretaries have demonstrated their expertise and proficiency in handling Secretarial audits of the Company till date. Their approach and diligence followed in conducting the secretarial audit and certification of the secretarial records of the Company, in accordance with the provisions of the Act and the applicable SEBI LODR Regulations, has been appropriate and compliant.

   The Company has received consent and requisite disclosure from M/s R&D Company Secretaries, confirming eligibility and qualifications for their appointment as Secretarial Auditors. M/s R&D Company Secretaries meet the eligibility, qualifications and other requirements of the Secretarial Auditors as specified in SEBI LODR Regulations. Further, they are not disqualified from being appointed as the Secretarial Auditors of the Company.

   Accordingly, approval of the Members is being sought for the appointment of M/s R&D Company Secretaries as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from financial year 2025-26 till financial year 2029-30.

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

   The Board of Directors of the Company recommends the resolution as set out in Item No. 4 of this Notice for the approval of the members of the Company as an Ordinary Resolution.

Item No. 5

The Board of Directors has, based on the recommendation of the Audit Committee, in its meeting held on May 30, 2025, approved the appointment of M/s Jain Sharma & Associates, Cost Accountants, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2025-26 at a remuneration of ₹1,00,000 (Rupees One Lakh Only) (including out of pocket expenses as may be incurred in connection with the audit but excluding out of pocket expenses as may be incurred in connection with the outstation travels as per actuals) and GST or other Govt. levies as may be applicable.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to the Cost Auditors shall be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee and the same shall be subsequently ratified by the members of the Company at a general meeting. Accordingly, consent of the members is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2025-26.

None of the Directors and Key Managerial Personnels of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors recommends the resolution as set out at Item No. 5 of this Notice for approval by the members of the Company by way of an Ordinary Resolution.

By order of the Board
For Panacea Biotec Limited

Sd/-
Vinod Goel
Group CFO and Head Legal & Company Secretary
Membership No.: F3232

Place: New Delhi
Date : August 14, 2025

Annexure - I to the AGM Notice

Details of Directors seeking re-appointment at the 41st AGM in respect of Item No. 2 & 3 to AGM Notice

[Pursuant to the provisions of Regulation 36(3) of SEBI LODR Regulations and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India]

Particulars	**Dr. Rajesh Jain**	**Mr. Sandeep Jain**
Director Identification Number (DIN)	00013053	00012973
Date of Birth and Age	April 26, 1964 (61 years)	July 17, 1966 (59 years)
Qualification	Post Graduate Diploma holder in Management, Ph.D. holder in Business Administration and is a science graduate from University of Delhi.	Senior Secondary
Brief Resume / Professional Expertise	Dr. Rajesh Jain has around 41 years' experience in the pharmaceutical and vaccine industry. He is involved in the overall supervision of day-to-day operations of the Company, providing strategic, visionary leadership, management & guidance and directly oversees innovation and business development of Panacea Biotec. Utilizing outstanding analytical skills and an exceptional knowledge of science, he fortifies policies and strategies that contribute to the Company's overall record of success and maintain its superlative legacy of excellence. He is the Chairman of National Committee on Biotechnology of Confederation of Indian Industry (CII) for 2024-25 and earlier served as Chairman thereof during 2011-12, 2012-13 and 2019-20 to 2023-24. He is acting as the Chairman of Life Sciences Sector Skill Development Council (LSSSDC) for a period of 2 years from February 2024. He is Chairman of Scientific Advisory Committee (SAC) of Center of Innovative and Applied Bioprocess (CIAB) since 2021. He is the Board Member for Board of Governors - National Institute of Pharmaceutical Education & Research (NIPER), since November 2022. He was appointed as Honorary Member of Indian Pharmacopeia Expert Working Group on Vaccines and Immunosera for Human Use in the year 2017. His commitment and actions towards making affordable vaccines for mass has been appreciated and valued globally by Gavi and Gates Foundation. Mr. Bill Gates himself has lauded the efforts of Dr. Rajesh Jain towards this noble cause. He was amongst the Top 40 Global most influential people in global pharmaceutical industry according to the World Pharmaceutical Frontiers published in SPG Media, London in 2008. He released following two position papers: • CII recommendations for Guideline Changes in Vaccine Approval Procedures; and • The Make in India Imperative – Position Paper on Regulatory and Policy Changes required for Sustained competitiveness of the Indian Vaccine Industry.	Mr. Sandeep Jain has around 41 years' experience in the pharmaceutical industry. He has significant experience in corporate finance, corporate governance and compliance matters and is involved in the overall supervision of day-to-day operations with emphasis on international marketing, business development, tax laws and regulatory matters. Under his exceptional understanding of the business principles, the Company is continuously expanding its global aspirations by improving its international marketing efforts into various markets across the globe and is currently exporting its branded formulations in CIS countries, Asia, Eastern Europe and African region.
Nature of expertise in specific functional areas	• Science & Innovation, Research & Development • Finance & Accounts • Legal • Corporate Governance & Compliance • Industry Knowledge • Risk Management • General Management	• Science & Innovation, Research & Development • Finance & Accounts • Legal • Corporate Governance & Compliance • Industry Knowledge • Risk Management • General Management
Terms and conditions of appointment / re-appointment	Dr. Rajesh Jain is retiring by rotation at this AGM and is being re-appointed as a Director.	Mr. Sandeep Jain is retiring by rotation at this AGM and is being re-appointed as a Director.
Remuneration last drawn (including sitting fees, if any)	₹9.51 million was paid for FY 2024-25	₹8.75 million was paid for FY 2024-25
Remuneration proposed to be paid	As per existing approved terms and conditions.	As per existing approved terms and conditions.
Date of first appointment on the Board	November 15, 1984 (retiring by rotation at this AGM)	November 15, 1984 (Mr. Sandeep Jain holds retiring by rotation at this AGM)

Particulars	Dr. Rajesh Jain	Mr. Sandeep Jain
Shareholding in the Company including as a beneficial owner as on date	Dr. Rajesh Jain holds 3,02,17,312 Equity Shares of ₹1 each, comprising ~49.33% of total Equity Share Capital of the Company and 1,30,08,600, 0.5% Cumulative Non-Convertible & Non-Participating Redeemable Preference Shares of ₹10 each comprising ~80.61% of total Preference Share Capital of the Company.	93,51,924 Equity Shares of ₹1 each, representing ~15.27% of total Equity Share Capital of the Company and 31,28,400, 0.5% Cumulative Non-Convertible & Non-Participating Redeemable Preference Shares of ₹10 each representing ~19.39% of total Preference Share Capital of the Company.
	He also holds 22,55,815 equity shares of ₹1 each, comprising ~3.68% of total Equity Share Capital of the Company, as significant beneficial owner, being partner of First Lucre Partnership Co.	He also holds 22,55,815 equity shares of ₹1 each, comprising ~3.68% of total Equity Share Capital of the Company, as significant beneficial owner, being partner of First Lucre Partnership Co.
Relationship with other Directors / Key Managerial Personnel	Dr. Rajesh Jain is brother of Mr. Sandeep Jain, Joint Managing Director and father of Mr. Ankesh Jain & Mr. Harshet Jain, Whole-time Directors of the Company.	Mr. Sandeep Jain is brother of Dr. Rajesh Jain, Chairman and Managing Director and uncle of Mr. Ankesh Jain & Mr. Harshet Jain, Whole-time Directors of the Company.
Number of Board Meetings attended during FY 2024-25	4 (Four)	3 (Three)
Directorships held in other Companies as on date	• Adveta Power Private Limited • Panacea Biotec Pharma Limited • PanEra Biotec Private Limited • Uttar Pradesh Promote Pharma Council	• PanEra Biotec Private Limited • Neophar Alipro Limited
Committee Membership / Chairmanship of other companies as on date	He is a member of the Committee of Directors and Corporate Social Responsibility Committee of Panacea Biotec Pharma Limited.	He does not hold Committee Membership / Chairmanship of any other company.
Listed entities from which he has resigned in the past 3 years	None	None

By order of the Board
For **Panacea Biotec Limited**

Sd/-
Vinod Goel
Group CFO and Head Legal & Company Secretary
Membership No.: F3232

Place: New Delhi
Date : August 14, 2025

Panacea Biotec
Innovation in support of life

Panacea Biotec
BEST IN GOODNESS

SCIENCE WITH A SOUL

INNOVATING FOR PEOPLE AND PLANET

ANNUAL REPORT 2024-25

Contents

Safe Harbour Statement

This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates', or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about Company's future growth drivers, product development, market position and expenditures are forward looking statements. Forward looking statements are based on certain assumptions and expectations for future events. The Company may not guarantee that these assumptions and expectations are accurate and will be realised. The Company's actual results, performance or achievements could thus differ materially from those projected in any forward looking statements. The Company assumes no responsibility to publicly amend, modify, revise any forward-looking statements, on the basis of any subsequent developments, information and events.

Corporate Information

Board of Directors

Executive Directors:

Dr. Rajesh Jain – Chairman and Managing Director
Mr. Sandeep Jain - Joint Managing Director
Mr. Ankesh Jain – Whole-time Director
Mr. Harshet Jain – Whole-time Director
Dr. Sanjay Trehan - Director Technical & Compliances

Non-Executive Directors:

Mrs. Ambika Sharma
Mr. Krishan Kumar Jalan
Mr. Mukul Gupta
CA Rajesh Jain
Dr. Rajender Pal Singh
Dr. Venkatesh Sarvasiddhi

Company Secretary

Mr. Vinod Goel - Group CFO and Head Legal & Company Secretary

Chief Financial Officer

Mr. Devender Gupta - Chief Financial Officer & Head Information Technology

Registered Office

Ambala-Chandigarh Highway,
Lalru - 140501, Punjab, India

Corporate Offices

- B-1 Extn./A-27, Mohan Co-operative Indl. Estate, Mathura Road, New Delhi - 110044, India
- B-1 Extn./G-3, Mohan Co-operative Indl. Estate, Mathura Road, New Delhi - 110 044, India

Manufacturing Facilities

- Malpur, Baddi, Dist. Solan, Himachal Pradesh - 173 205, India
- Ambala - Chandigarh Highway, Lalru - 140 501, Punjab, India

R&D Centres

- B-1 Extn./A-24-25, Mohan Co-operative Indl. Estate, Mathura Road, New Delhi -110 044, India
- Ambala - Chandigarh Highway, Lalru - 140 501, Punjab, India

Statutory Auditors

M/s Suresh Surana & Associates LLP
Chartered Accountants, Noida, India

Secretarial Auditors

M/s R&D Company Secretaries, Delhi, India

Cost Auditors

M/s Jain Sharma & Associates, Cost Accountants, Delhi, India

Registrar & Transfer Agent

M/s Skyline Financial Services Private Limited
D-153 A, 1st Floor, Okhla Indl. Area, Phase-I
New Delhi - 110020, India

Banks

- Axis Bank Limited
- ICICI Bank Limited
- IDBI Bank Limited
- Kotak Mahindra Bank Limited
- State Bank of India

www.panaceabiotec.com
CIN: L33117PB1984PLC022350
Email: corporate@panaceabiotec.com

Information as on August 14, 2025

Board Composition

Dr. Rajesh Jain
Chairman & Managing Director
DIN: 00013053

Mr. Sandeep Jain
Joint Managing Director
DIN: 00012973

Mr. Ankesh Jain
Whole-time Director
DIN: 03556647

Mr. Harshet Jain
Whole-time Director
DIN: 08732974

Dr. Sanjay Trehan
Director Technical
& Compliances
DIN: 10936402

Mrs. Ambika Sharma
Independent Director
DIN: 08201798

Mr. Krishan Kumar Jalan
Independent Director
DIN: 01767702

Mr. Mukul Gupta
Independent Director
DIN: 00254597

Dr. Rajender Pal Singh
Independent Director
DIN: 10198810

CA Rajesh Jain
Independent Director
DIN: 10619014

Dr. Venkatesh Sarvasiddhi
Independent Director
DIN: 09326552

As on August 14, 2025

Mission
Innovation in Support of Life

Vision
Enabling People to Live Well and Live Longer

Goal
To meet Every Healthcare Need with a Panacea Biotec Brand or Service

Objective
Take Ideas from Grey Cell to the market in a Proactive Manner

Our Values

Innovation
- A 'way of life' in every activity
- To challenge every process and solution to discover ways to make them better

Integrity
- Unwavering commitment to doing what is right, consistently, transparently, and responsibly even when no one is watching.

Pioneer
- Be the first mover in the market
- Empowering people to speed up the organisation growth
- Always embracing new technology and processes
- Learning and improving

Humane
- Care for individuals and environment
- Humility to respect all individuals
- Placing betterment of people at the core of each activity

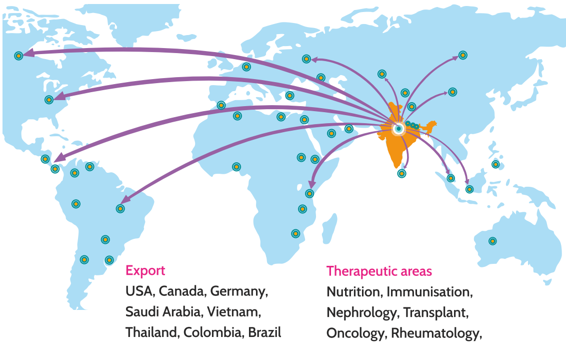
Panacea Biotec
Innovation in support of life

Panacea Biotec at a Glance

Live Well and Live Longer

10 billion+	Polio immunisations in developing countries
200 million+	Immunisations by innovative fully-liquid combination vaccines
36 million+	Patients treated by Gastro intestinal diseases including Piles / Haemorrhoids etc.
33 million+	Patients being treated by Diabetes franchise
6.4 million+	Patients treated by Organ transplantation franchise
400,000+	Patients treated by Oncology franchise

Panacea Biotec brands are used in over 89+ countries



Export
USA, Canada, Germany, Saudi Arabia, Vietnam, Thailand, Colombia, Brazil and many more countries across the world!

Therapeutic areas
Nutrition, Immunisation, Nephrology, Transplant, Oncology, Rheumatology, ENT, Pain, Diabetes, Gastroenterology

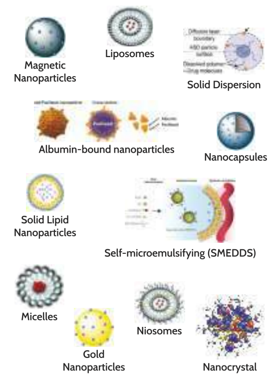
Areas of research

Drug delivery & Complex generics

NCE

Vaccine research

Drug Delivery System



Research
- ✓ 1 NCE commercialised
- ✓ Adjuvants (1 commercialised, 1 in Phase III)

Development
- ✓ 110+ Phase-III trials
- ✓ 70+ BA/BE studies

Manufacturing & QMS
- ✓ Harmonised QMS for global compliance
- ✓ Over 50 audits from global stringent regulatory bodies such as US FDA, EMA, WHO PQ, ANVISA, Australia TGA etc.

New and Exciting

ChilRun full® — TOTAL NUTRITION TO SUPPORT BOYS' & GIRLS' GROWTH & DEVELOPMENT

ChilRun NO SUCROSE® — TOTAL NUTRITION FOR OBESE GROWING BOYS' & GIRLS'

ChilRun 7+® — TOTAL NUTRITION FOR MODERN-DAY GROWING BOYS' & GIRLS'

NikoMom — Baby Care Expert

Pipeline

DengiAll® — Live, attenuated chimeric recombinant tetravalent candidate vaccine

NuCoVac® 11 — Pneumococcal polysaccharide conjugate vaccine containing serotype with ≥70% IPD coverage

First In The World

Sitcom Tablets — Euphorbia Prostrata Extract Tablets 100mg

Sitcom Cream — Euphorbia Prostrata Dry Extract Ethanolic 80% (v/v) [(35-70):1] Cream 1% w/w 10mg

EasySix® (DTwP-Hep B-Hib4PV) — Complete Sustainable Protection

EasyFourPol® (DTwP-Hib-IPV)

Easyfive-TT® (DTwP-Hep B-Hib) — Trusted Effective Protection

Easyfour-TT® (DTwP-Hib) — Protection Made Easy

Bi-OPV® — BI-VALENT POLIOMYELITIS VACCINE TYPE 1 & TYPE 3, LIVE (ORAL) — Trusted Safe Protection

Complex Delivery Systems

PacliALL — Nanoparticle	PanGraf — Solid Dispersion
GLIZID-MR — Modified Release	GLIZID — Micronized Technology
Panimun Bioral — Micro Emulsion	LIVOLUK FIBRE — Synergistic Combination
Nimulid-MD — Mouth Dissolving	Nimulid TransGel — Transdermal Delivery

Manufacturing facilities

Pharmaceutical Facility, Baddi, Himachal Pradesh

Pharmaceuticals
State-of-the-art cGMP-compliant Pharmaceutical Manufacturing Facilities

Drug Substance Facility, Lalru, Punjab

Biologicals
State-of-the-art cGMP-compliant Vaccine Manufacturing Facilities

Nutrition
cGMP compliant Nutrition product Manufacturing Facility

Oncology Facility, Baddi, Himachal Pradesh

- US FDA, EU GMP, MCC, Saudi FDA, ANVISA certifications for Pharmaceutical facility
- US FDA, EU GMP compliant Oncology facility

Drug Product Facility, Baddi, Himachal Pradesh

- WHO PQ
- Indian NRA - CDSCO

- Hygienic Zoning to prevent contamination
- Allergen Labelling and Management
- FDA, FSSAI / BIS / ISO 17025 approved

Key Strengths

- A leading biotechnology company with over three decades of expertise in the research, development, manufacturing, and commercialisation of vaccines and pharmaceuticals.
- Fully integrated from Lab to Market
- Robust product pipeline of novel vaccines and complex generic products to fuel long-term growth
- State-of-the-art manufacturing facilities - cGMP compliant and qualified by global regulatory authorities including US FDA, WHO PQ, EMA, etc.
- Global footprint - exports to over 50 countries
- Strong promoter group supported by experienced and qualified management team

Highlights of the Year

Reached over **50 Million** babies in last three years in LMICs*

Launched **23** new products across therapeutic areas internationally

Launched **NikoMom** Diapers and Wet Wipes in the Indian market

Recognised by Incredible workplaces for **Gold** Category Award 2025

Awarded a 3★ Rating in Safety by Vision Zero Rating System India 2024

165 tCo2
Emission Avoided

74.78 Tonnes
Waste Managed

58.6 Tonnes
Plastic Recycled

97.3 Tonnes
Plastic Eliminated

690 Litres
Oil Recycled

58.84 Million Litres
Water Treated & Reused

*Lower & Middle Income Countries

Financial Highlights

Particulars	2024-25*		2023-24*	2022-23*	2021-22*	2020-21*#	2019-20*#	2018-19*	2017-18*	2016-17*	2015-16
	(₹ in million)	US$ million**	(₹ in million)								
Consolidated Financial Performance Summary											
Revenue from operations	**5,590.94**	**65.41**	5,591.68	4,599.46	6,612.32	6,248.05	5,440.62	4,566.96	5,961.61	5,579.51	6,530.80
Total Income	**5,797.54**	**67.83**	5,849.64	5,116.09	6,722.01	6,347.82	5,737.49	4,611.79	6,043.94	6,045.46	6,734.30
EBITDA	**(259.12)**	**(3.03)**	(200.61)	(979.59)	(132.03)	766.29	313.59	(1,311.94)	847.40	626.90	1,117.20
PBT^	**(79.48)**	**(0.93)**	14.77	128.05	14,493.56	(1,450.30)	(1,773.44)	462.25	(661.39)	(671.80)	(189.30)
PAT^	**(87.19)**	**(1.02)**	(15.05)	(337.45)	10,783.34	(1,476.58)	(1,942.96)	376.67	(759.97)	(562.00)	(182.90)
Equity Share Capital	**61.25**	**0.72**	61.25	61.25	61.25	61.25	61.25	61.25	61.25	61.25	61.25
Reserves & Surplus / Other Equity	**8,286.61**	**96.95**	8,359.21	8,374.78	8,705.11	(2,348.18)	1,926.62	3,442.72	3,025.60	3,495.50	4,424.85
Shareholders' Funds	**8,347.86**	**97.67**	8,420.46	8,436.03	8,766.36	(2,286.93)	1,987.87	3,503.97	3,086.85	3,556.75	4,486.10
Total Liabilities	**12,897.46**	**150.90**	12,408.21	12,711.66	17,588.69	11,775.32	13,903.00	13,755.20	16,075.56	18,001.38	18,544.10
Net Fixed Assets	**6,949.63**	**81.31**	6,833.47	6,482.76	6,793.24	6,798.61	7,996.01	8,819.76	9,880.00	10,308.84	12,256.80
Total Assets	**12,897.46**	**150.90**	12,408.21	12,711.66	17,588.69	11,775.32	13,903.00	13,755.20	16,075.56	18,001.38	18,544.10
Key Performance Indicators											
Profitability Ratios											
EBITDA Margin (%)	**(4.63)**	-	(3.59)	(21.30)	(2.10)	12.26	5.76	(28.73)	14.21	11.24	17.11
PBT Margin (%)^	**(1.42)**	-	0.26	2.78	219.19	(23.21)	(32.60)	10.12	(11.09)	(12.04)	(2.90)
PAT Margin (%)^	**(1.56)**	-	(0.27)	(7.34)	163.08	(23.63)	(35.71)	8.25	(12.75)	(10.07)	(2.80)
Shareholders Related Ratios											
EPS (Basic & Diluted)* (in ₹)**	**(1.37)**	**(0.02)**	(0.19)	(5.43)	176.05	(24.11)	(31.72)	6.15	(12.42)	(9.18)	(2.99)

* Figures are as per Indian Accounting Standard (Ind AS)
\# include figures for the discontinued operations
** 1 USD = ₹85.47 as on 31.03.2025

*** Per Equity Share of ₹1 each
^ after exceptional items
Note: Figures in brackets are negative numbers

Panacea Biotec
Innovation in support of life

Message from Chairman and Managing Director

Dear Stakeholders,

It is with immense pride and gratitude that we present the Annual Report of Panacea Biotec for the financial year 2024-25. This year has been a defining chapter in our journey, as we advanced our mission of blending cutting-edge science with compassion for people and responsibility towards our planet.

Financial & Operational Performance: Despite global uncertainties, Panacea Biotec demonstrated resilience and sustained growth. Consolidated revenues stood at **₹5,591 million**, with vaccines contributing **~55%**, and the balance from pharmaceuticals, nutrition and allied businesses. The revenues from our vaccines business was ₹3,098 million. Our pharmaceutical and nutrition business grew by **~25% YoY**, driven by stronger international expansion, robust domestic performance, and contract manufacturing.

Exports remained a significant growth driver-vaccines reached nearly **30 countries across Africa, Asia and Latin America**, while pharmaceuticals were shipped to over **40 markets**, including the US, Europe, and emerging regions.

Growth Drivers & Major Achievements

Vaccines: We continued our leadership in paediatric immunization with flagship brands like **EasySix®**, **EasyFourPol®**, **Easyfive-TT®** and **Bi-OPV®**. EasySix® maintained its leading market share in India, while globally, it was adopted by PAHO and Gavi. In 2024, Panacea Biotec also launched the world's first fully-liquid wP-IPV based Pentavalent vaccine under the brand name of EasyFourPol® which provides protection against Diphtheria, Tetanus Toxoid, B. Pertussis, Hib Type b, and Polio. Our combination vaccines led by EasySix® and EasyFourPol® also set the precedent of promoting environmental sustainability. Adoption of wP-IPV based hexavalent vaccine in the immunization program leads to reduction over 60% carbon emissions, helps make a single immunisation program (3 vs. 1), over 50% reduction in supply chain costs and storage benefits, and also more than 50% reduction in biological waste.

Innovation Pipeline: Our R&D pipeline advanced significantly with **Phase III clinical trials of DengiAll®**, India's first tetravalent dengue vaccine, and Phase II / III clinical trials of **NuCoVac®11**, a Made In India and Made for India pneumococcal conjugate vaccine, are ongoing in India. The Company has collaborated with Indian Council of Medical Research (ICMR) for the Phase III clinical trial of DengiAll® vaccine.

We also progressed in global health initiatives with vaccine candidates for **Mpox (VaxiPox™)** and **broadly protective Betacoronavirus**. The Company is in the process of launching TedShot® (Tetanus and Diphtheria reduced) vaccine in India after having received marketing authorisation in India. The global Mpox vaccine market, valued at approximately US$ 1.2 billion in 2024, is projected to reach nearly US$ 2.5 billion by 2033, growing at a CAGR of over 8%. VaxiPox™ is well-positioned to address this unmet need, combining scientific innovation with scalable production to ensure accessibility in both developed and resource-limited regions.

During the year, the Company's vaccines were exported to ~30 countries in Africa, Asia and Latin America. Besides supplying Easyfive-TT®, EasySix® and b-OPV®, the Company will also be seeking WHO pre-qualification of its pipeline products for supply to UN agencies and other national Governments. As part of the Company's strategy to enter into the international private vaccine market, the Company has already registered its vaccines in 16 countries (including African Medicines Regulatory Harmonization (AMRH) which will inter-alia enable launch of product in ~29 countries in African region who have ratified the African Medicines Agreement (AMA)). The product registration in 17 countries is in progress and is expected to be approved in due course.

Pharmaceuticals: Our wholly-owned subsidiary, Panacea Biotec Pharma Limited (PBPL) strengthened its European footprint with product launches and filings, while expanding into **54 ROW markets** in a phased manner. In Germany, Valgapan (Valganciclovir) was successfully launched. During the year, PBPL has exported its pharmaceutical products to ~40 countries worldwide including the United States, Canada, Germany, Serbia, Bosnia, Kosovo, UAE, Saudi Arabia, Qatar, Algeria, Turkey, Tanzania, Kenya, Uganda, Ghana, Indonesia, Vietnam, Philippines, Myanmar, Sri Lanka, Mongolia, Thailand, Brazil, Panama, Ecuador, Paraguay, Costa Rica, Chile, Cambodia, Jordan, Trinidad & Tobago, Rwanda, etc.

Total consolidated revenues from pharmaceuticals and nutrition business was ₹2,493 million as against ₹1,996 million during previous financial year registering a growth of ~25%. The revenues from exports of pharmaceutical products were ₹1,838 million as against ₹1,656 million in previous financial year, registering a growth of ~11%. The domestic revenues from pharmaceutical formulations and nutrition business increased to ₹654 million from ₹340 million during previous financial year.

Nutrition & Baby Care: Building on our paediatric care legacy, we launched NikoMom® diapers / wipes and scaled ChilRun® brands to over 10,000 retail outlets in India. To deepen consumer access, we continue to strengthen offline penetration through wider distribution and greater retail presence, while simultaneously enhancing our digital reach via www.7NShop.com and leading e-commerce platforms. These initiatives ensure that our brands are available to families nationwide, and lay a stronger foundation to build our business.

Strategic Collaborations: We partnered with ICMR for DengiAll® trials, continued our engagement with CEPI for betacoronavirus vaccines, and continue to engage with global agencies such as UNICEF, PAHO, WHO, and Gavi to make life-saving vaccines accessible in this geopolitically sensitive climate.

Innovations with a Human Touch: Our innovations go beyond science - they simplify healthcare delivery, reduce costs, and improve sustainability. For instance, combination vaccines have helped reduce carbon emissions and biological waste by over 50%, while easing immunization schedules for families and governments alike.

Our **OneStream Research Centre** at New Delhi and **SAMPANN R&D Centre** at Lalru, Punjab are shaping next-generation vaccines, complex generics, and nutrition solutions with emphasis on **sustainability**, **affordability** and **global relevance**.

Quality & Regulatory Excellence: Quality is the soul of our science. During the year, we successfully cleared multiple WHO, EU and national regulatory audits, further strengthening trust among healthcare agencies. Our state-of-the-art facilities at Baddi and Lalru remain benchmarks of compliance, safety and excellence.

Human Engagement - Our Strongest Pillar: At Panacea Biotec, people are our greatest strength. With a manpower of over **2,500 employees**, including **150+ R&D professionals**, we continue to nurture talent through programs like Pravesh (on boarding), Unnati (performance development), and leadership tracks. Close to 50% of internal mobility reflects our culture of growth and empowerment.

We are proud of fostering a workplace built on empathy, inclusivity and diversity. Women now represent **~9.2% of our manpower**, up from 8.5% last year, with focussed initiatives to support women across functions.

Recognition and Awards: Your Company has been awarded by Incredible Workplaces as incredible workplace in Gold Category for 2025. Lalru and Baddi Plants have been awarded with a 3★ rating in safety by Vision Zero Rating System India.

The Road Ahead - Panacea Biotec 2.0: As we move into financial year 2025-26, Panacea Biotec is well positioned to scale new heights. Our roadmap - Panacea Biotec 2.0 - is built on:

- **Expanding global vaccine leadership** with DengiAll®, NuCoVac®-11, and EasySix®;
- **Growing pharmaceutical presence** across regulated and emerging markets;
- **Scaling consumer healthcare** through nutrition and hygiene solutions; and
- **Driving sustainability** through green chemistry, supply chain efficiency, and waste reduction.

We remain committed to **delivering affordable and innovative healthcare solutions** while making measurable contributions to global public health and environmental sustainability.

We extend our sincere gratitude to our shareholders, partners, employees, governments, and global health institutions for their continued trust. Together, we are building an organization where science serves with a soul, innovation uplifts communities, and growth respects the planet.

With optimism and determination, we look ahead to a future where Panacea Biotec continues to be a trusted partner in healthcare - **innovating for people and planet**.

We are grateful to our Board of Directors for their continued guidance and support, our employees for their tireless efforts and contributions, our customers and suppliers for their business support and our stakeholders for their continued confidence in us and hope to receive the same in future as well.

With warm regards,

Dr. Rajesh Jain, Ph.D.
Chairman and Managing Director

MANAGEMENT DISCUSSION & ANALYSIS REPORT

GLOBAL VACCINE MARKET

Vaccines Market Overview

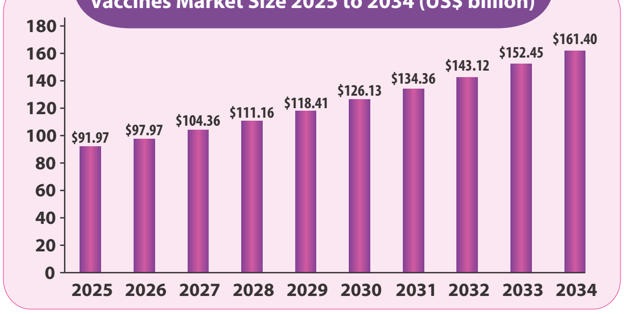
There has been significant progress in the global vaccine industry over the last few decades. Vaccine immunization programs that are run across various countries have saved millions of lives every year. With increased awareness, resounding success of current vaccination programs, and successful model developed by Gavi, the Vaccine Alliance ("Gavi") for adoption and funding, the number of vaccines being targeted are increasing as per the WHO Immunization Agenda 2030 (IAD 2030), Gavi 6.0 and Gavi's Vaccine Innovation Prioritisation Strategy (VIPS).

This market encompasses a wide range of vaccines, including those for infectious diseases, chronic conditions, and emerging threats. From childhood immunizations to adult booster shots, vaccines play a crucial role in disease prevention and public health initiatives worldwide. Successful vaccination campaigns globally have driven stronger public trust and reinforced the role of vaccines as essential preventive healthcare tools. Regulatory agencies have prioritized faster review pathways and emergency use authorizations for high-impact vaccines, creating an environment of expedited development and commercialization.

The year 2024 marked the 50th anniversary of the Expanded Programme on Immunization. Over 150 million lives have been saved over these past 50 years and 40% of the reduction in infant deaths globally has been due to vaccination.

The global vaccines market was estimated at US$ 86.35 billion in 2024 and is predicted to increase to US$ 91.97 billion in 2025. The market is further expected to increase to approximately US$ 161.40 billion by 2034, expanding at a CAGR of 6.69% from 2025 to 2034.

Vaccines Market Size 2025 to 2034 (US$ billion)



Top three vaccines by volume were Oral Polio Vaccine (OPV), COVID-19, and seasonal influenza vaccine. Big volume increases were observed in Human Papillomavirus (HPV) and smallpox / Mpox vaccines.

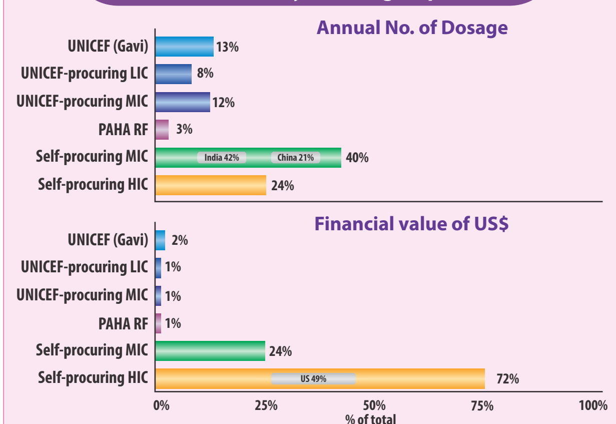
Vaccines Market Dynamics

Concentration of vaccine manufacturing remains, with 10 manufacturers alone providing ~75% of vaccine doses (excluding COVID-19 vaccines) and capturing ~85% of the global value of vaccines, with more than 80 manufacturers serving the remaining market. The supply of vaccines for countries in the African and the Eastern Mediterranean regions continues to come from outside the respective regions. Important investments in local production capacity by the regional and international community are ongoing to align with regional goals. Gavi's African Vaccine Market's Accelerator (AVMA) being funded with US$1.1 billion is committed to provide funding to build and sustain vaccine manufacturing capacity in Africa. The fund is expected to help procure more than 800 million doses that are partially made in Africa until 2035. The fund will incentivize manufacturers to manufacture Gavi's priority antigens either through drug substance or drug product (that include wP-IPV based hexavalent vaccine, measles-rubella vaccine, pneumococcal conjugate vaccine (PCV>13), etc.) through per dose incentives and milestone incentives (on achieving WHO Pre-qualification). Higher milestone incentives are offered for drug substance manufacture on the continent including for pandemic preparedness through platform approaches like viral vector, mRNA, etc. The impact of AVMA is yet to be seen as there are over 29 vaccine manufacturers who have already announced programs in the run up to AVMA launch while only 4 manufacturers have successfully built manufacturing facilities. African manufacturing continues to drive global political agenda and importance, given the vaccine inequalities during COVID-19 pandemic.

In terms of geographical volume share of demand, the South-East Asia Region continued to consume ~30% of vaccines globally. The African Region consumed an increasing share (12%) of total volumes in 2022 compared to 2021 (8%).

From a value perspective, the Region of the Americas expands the most, driven by high prices and volumes in the USA, followed by the Western Pacific Region where demand is

Vaccine volumes (doses) and financial value (US$) during 2023 by WHO procurement mechanism and country income group



Note: LIC = Lower Income Countries, MIC = Middle Income Countries, HIC = High Income Countries driven by China's large volumes. When segmenting the market by income group, vaccines purchased by middle-income countries (MICs) account for 60% of the global volumes and ~34% of the value. High-income countries (HICs) represent 29% of the global volume and 63% of value, driven by vaccines that are higher-priced than those procured by other groups.

Future growth in the global vaccine market is expected to be driven by increased availability of affordable vaccines, growing awareness on immunization and vaccination benefits in emerging markets supported by government led immunization programs. WHO continues to take initiatives to increase awareness of immunization through Global Vaccine Action Plan (GVAP) and Global Immunization Vision and Strategy (GIVS). Growth in the Asia-Pacific markets is driven by large population base, rising prevalence of infectious diseases, increasing vaccination awareness & acceptance and high expenditure by governments.

Key features of the global vaccine market:

- Aggregate global vaccine market volumes in 2023 stabilized at a level similar to pre-COVID, due to reduced procurement of COVID-19 vaccines. The global vaccine market's financial value experienced a larger growth of ~15% CAGR over the past five years.
- The global vaccine market remains highly concentrated between a limited number of manufacturers, with the largest 10 manufacturers accounting for ~75% of vaccine dose volumes and capturing ~85% of global financial value. Manufacturers affiliated with the Developing Country Vaccine Manufacturers Network (DCVMN) sold more than 50% of vaccine doses procured globally, representing ~11% of the global financial value.
- National stock-outs have remained a problem for many countries, with 68 countries reporting at least one stockout at the national level in 2023.
- Countries in the African and Eastern Mediterranean regions continued to procure vaccines manufactured almost entirely outside their respective regions. The South-East Asia region and the Western Pacific region look highly self-sufficient, with the former self-supplying ~87% of vaccines procured, and the latter self-supplying ~66% of vaccine procured.
- Self-procuring middle-income countries (MICs) represented ~40% of market volumes, followed by pooled procurement initiatives (UNICEF and PAHO), which represented ~36% of globally procured volumes in 2023 with self-procuring high-income countries (HICs) accounting for the remaining ~24% of the volumes.
- Globally, vaccine prices have remained relatively stable in the last years.
- North America led the market with the largest revenue share of ~43% in 2024. It continues to dominate the global vaccine market due to high healthcare expenditure, robust infrastructure, and extensive vaccination programs. Asia Pacific is projected to expand at the fastest rate during the forecast period of 2025-2034. Factors such as a large population base, rising awareness about preventive healthcare, and improving healthcare infrastructure are driving the growth of the market in this region.
- The recombinant / conjugate / sub-unit segment dominated the vaccines market with the largest share in 2024. Conjugate vaccines are highly effective against bacterial infections, particularly in infants and young children, by coupling a weak antigen with a strong one to enhance immune response. Recombinant vaccines utilize genetic engineering techniques to produce antigens, which are safer and easier to manufacture compared to traditional methods.
- The parenteral segment dominated the vaccines market in 2024. The oral segment also has a significant share of the vaccines market in 2024. Oral vaccines offer several advantages, including ease of administration, non-invasiveness, and enhanced patient compliance, especially in paediatric and resource-limited settings.
- The viral disease segment has dominated the vaccine market with the largest revenue share of ~64% in 2024. Influenza vaccines remained vital in mitigating the annual burden of seasonal flu. With the co-circulation of influenza viruses alongside the SARS-CoV-2 virus, vaccination against influenza became even more critical to alleviate strain on healthcare systems and reduce the risk of concurrent COVID-19 and flu infections.
- The paediatric segment dominated the vaccines market with the largest share in 2024. In the paediatric vaccine segment, advancements in immunization technology and increased awareness about the importance of childhood vaccinations have led to a surge in demand. The adults segment is expected to show the fastest growth in the vaccines market.

Over ~100 million children born in the Rest of the World (ROW) countries receive vaccines through UN Agencies or through their national Governments. These purchases have ramped up the growth in the vaccine market since early 2000, wherein Gavi has helped adopt more than 16 vaccines in global immunisation programs through market and non-market activities including providing funding to different manufacturers for development of vaccines.

By 2017, the global supply of wP-Pentavalent vaccine exceeded 300 million doses annually with total supply estimated at 650 million doses annually. By end 2022, more than 705 million children had been immunised with three doses of Gavi-funded pentavalent vaccine with total procurement of over 2.1 billion doses since its first introduction.

Restraints

Low purchasing power in developing countries: The traditional six vaccines under the Expanded Programme on Immunization (EPI), viz. measles, diphtheria, pertussis, tetanus, oral polio, and bacille calmette-guerin (BCG – vaccine for tuberculosis disease) are mature products and offered as combination vaccines. High fixed costs and a steep learning curve make new vaccines relatively expensive, as the investments in R&D and production facilities need to be recovered and production techniques need to be optimized and perfected to bring down variable production costs.

Non-market activities undertaken by international organisations without competitive process may discourage private investments in development of vaccines as it creates unreal pricing pressures for manufacturers trying to enter the market without such extramural funding (like grants, etc.), creating barriers to entry, and uncertainty regarding commercial viability. These market and non-market factors together continue to threaten the business case of developing novel vaccines that are or could potentially be included in the priority pathogen list.

Opportunities

- **Growing Global Demand:** Increased awareness of the importance of vaccination can expand market opportunities.
- **Technological Advancements:** Innovations like mRNA technology can lead to development of more effective vaccines.
- **Combination vaccines:** Potential value of a combination vaccine versus co-administration of separate antigens.
- **Partnership and Collaborations:** Collaborating with governments, NGOs and other pharma companies to enhance reach and resources.
- **Public Health Initiatives:** Leveraging global health campaigns to promote vaccination programs.

Value of Combination Vaccines

Panacea Biotec has focussed on development of fully-liquid combination vaccines like Pentavalent and Hexavalent. In this endeavour, the Company had the opportunity to change the global paediatric immunization program – twice with launch of EasyFive-TT® in 2005 and EasySix® in 2017.

Market generation activities undertaken by international organisations continue to increase the number of vaccines being covered by the National Immunization Programs and the number of countries are rolling out the WHO's recommended schedule for vaccination either through self-funded or donor funded programs. Vaccines targeting priority pathogens continue to provide large-scale opportunities for expansion as each such vaccine chosen can immediately reach more than 100 million babies born every year.

Such efforts by agencies like Gavi will continue to benefit Panacea Biotec's pipeline candidates. Under Gavi 4.0, Gavi Board's "in principle" support decision in 2018 was a strong signal that incentivised multiple manufacturers to pursue their hexavalent vaccine development plans which will help create a healthier and more competitive market in the medium and long term. Additional engagement by Alliance partners has improved several market attributes to ensure a successful launch of hexavalent vaccine, especially at a price that was optimized in the latest UNICEF tender owing to a cross-alliance effort. As part of the Alliance's Vaccine Investment Strategy (VIS 2018), the wP-IPV based hexavalent vaccine (first launched by Panacea Biotec in March 2017 under the brand name, EasySix®) was prioritized. In June 2023, Gavi confirmed the adoption of the wP-hexavalent vaccine creating a market for over 250 million doses annually by 2030 in Gavi countries.

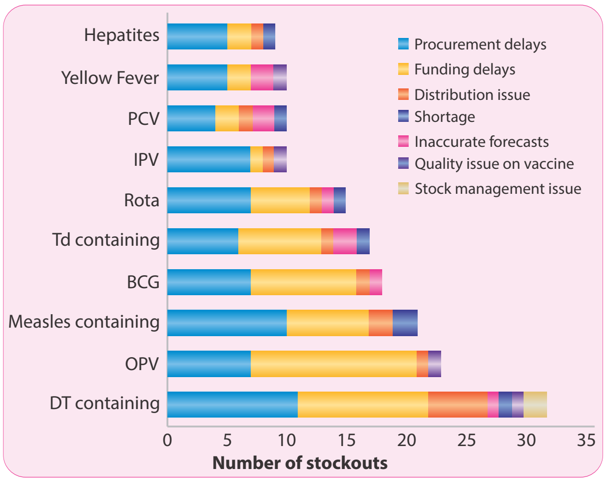
Stockouts of existing Vaccines

The market continued to witness more than 68 stockouts of essential vaccines across the year in 2023. These were majorly due to procurement, funding, shortage or quality issues. Such shortages continue to incentivize manufacturers to maintain high levels of inventory of vaccines and raw materials to cater to such stockouts to ensure that paediatric immunization programs are not impacted anywhere. Due to COVID-19 related delays, more than 100 million doses of Pentavalent vaccines are now required in 2024 and 2025 to finish catchup

Combination Vaccines - Advantages & Challenges

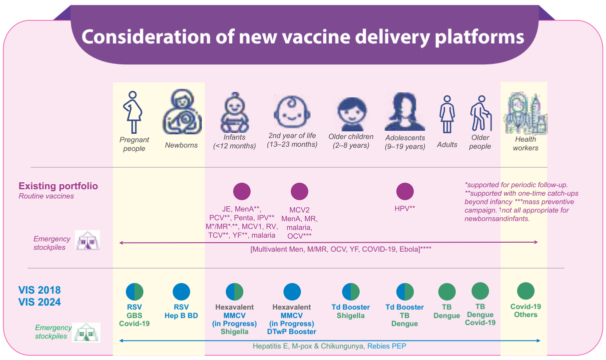
Parameters	Potential advantages	Potential challenges
Vaccine delivery	✓ Improved timeliness of vaccination; greater acceptability by end users and healthcare providers ✓ Higher and more equitable vaccination coverage	✓ Need to ensure compatibility of vaccination schedules and routes of administration of each component - thereby, increasing time to market
Health impact	✓ Greater, more equitable impact ✓ Facilitates targeting less prevalent but still important pathogens ✓ Allows possibility of a syndromic combination i.e. a combination vaccine targeting pathogens causing same clinical syndrome	✓ Need to articulate and show incremental health and economic value of overall combination compared with stand-alone components ✓ More difficult to attribute a safety signal to any particular component
Vaccine administration efficiency and cost	✓ Fewer syringes ✓ Fewer packaging disposal needs ✓ Less cold chain storage and transportation space required ✓ Shorter administration time and errors ✓ Fewer needle stick injuries and therefore improved safety for vaccinators	✓ Could be more expensive to procure than total of component vaccines, even if less expensive to deliver ✓ Available combinations could contain more vaccines than countries prefer to introduce
Vaccine design, development, and supply	✓ Potentially greater demand for combination vaccine than individual components, leading to economies of scale and reduced cost of goods ✓ Environmentally sustainable with lower carbon footprint, lower wastage, and lower transportation costs	✓ Greater risk of failure due to immunological interference or unacceptable reactogenicity ✓ More complex, lengthy, and expensive clinical development pathway due to current regulatory guidelines ✓ Need to develop and validate additional assays to accurately characterise components within complex mixtures ✓ Could restrict competition if few developers have access to all necessary components or need to enter into complex intellectual property rights agreements ✓ In the absence of guidance on preferred combination components, could be difficult to avoid a plethora of competing, overlapping, and commercially unviable combinations due to market fragmentation, ultimately increasing cost

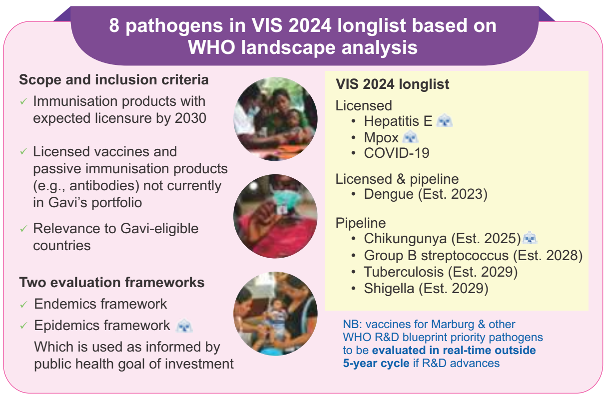
immunization programs. Gavi has decided to fully fund these catchup immunizations but with exit of a manufacturer from the market, existing manufacturers are going to be under pressure to meet the tight timelines for vaccine supply.



Opportunities in the Indian Vaccine Market

- The Government of India is the single largest buyer of vaccines with procurement being undertaken for more than 25 million babies annually.
- Higher local content requirements in Indian tenders continue to offer opportunities for Indian manufacturers to develop and commercialise EPI vaccines for the Indian high-volume but low-value Indian market.
- Gavi 5.0/6.0's push for inclusion of more vaccines in the global EPI schedules and Government of India's new commitments to reduce infant mortality and boost maternal health will continue to provide more opportunities for sustainable market development leveraging existing vaccine platforms.





With Gavi 5.0 (2021-2025), there is a renewed interest in the public market adoption of dengue vaccine. Phase III clinical trials of the Company's candidate tetravalent dengue vaccine, DengiAll®, are ongoing in India. The Gavi's proposal to encourage large-scale immunization programs will create a sustainable market for such vaccines beyond India.

Challenges

- **Vaccine misinformation:** Misconception about vaccines often arises when there are information gaps or unsettled science, as human nature seeks to reason, better understand, and fill in the gaps. Vaccine misconceptions and misinformation are a major concern among governments, funding agencies, vaccine manufacturers and suppliers, and other stakeholders alike. Low acceptance rates due to vaccine misinformation result in the lower market penetration of effective and safe vaccines, which could adversely affect the market.
- **Regulatory Hurdles:** Stringent and varying regulations across countries can delay market entry.
- **Competition:** Increasing competition from other pharmaceutical companies developing similar vaccines.
- **Supply Chain Disruptions:** Natural disasters, pandemics, or geopolitical issues can disrupt the supply chain.
- **Adverse Events and Safety Concerns:** Reports of adverse events can lead to loss of trust and legal liabilities.
- **Intellectual Property Disputes:** Legal challenges over patents and proprietary technologies.

Indian Vaccine Market

As per industry estimates, the Indian vaccine market was valued at ~₹113.70 billion in 2024 and is estimated to reach ₹247.00 billion by 2033, exhibiting a CAGR of 8.8% from 2025-2033. Indian vaccine market is driven by the increasing emphasis on preventive healthcare, improved healthcare access, rising public awareness and government immunization programs. Growing demand for affordable vaccines and advancements in technology are also encouraging innovation and production, enhancing overall vaccine demand across various population segments.

India's biotechnology sector has increased 13-fold over the past decade, from US$ 10 billion (~₹850 billion) in 2014 to over US$ 130 billion (~₹11,100 billion) in 2024 and is expected to reach US$ 300 billion (~₹25,600 billion) by 2030.

A key driver in the Indian vaccine market is the growing focus on preventive healthcare and government of India's push on Project Indradhanush. With increasing awareness about disease outbreaks and the long-term benefits of immunization, both government and private stakeholders are prioritizing vaccination as a cost-effective public health tool. The expansion of awareness campaigns, school-based programs, and healthcare worker outreach in rural areas is bolstering the Indian vaccine market growth. Additionally, the rise in lifestyle and infectious diseases has shifted consumer preference towards preventive measures. This change, together with strong government support and improved healthcare infrastructure, is significantly accelerating vaccine demand across various age groups and socio-economic segments in India.

With one of the world's largest paediatric populations, routine childhood immunizations remain a cornerstone of healthcare priorities. Simultaneously, an ageing demographic is increasingly vulnerable to diseases like influenza, pneumococcal infections, and shingles, prompting rising adult and geriatric vaccination needs. Government and private healthcare providers are introducing targeted immunization schedules to address these segments, backed by improved healthcare access and urbanization. This demographic-driven demand ensures consistent consumption across age groups, creating long-term market stability and encouraging new product development tailored to age-specific immunity requirements.

PANACEA BIOTEC'S BUSINESS AND STRATEGY

Panacea Biotec group continues to focus on its vaccines, pharmaceutical and nutrition business. Vaccines business contributes the largest share in the group's revenues with the remaining coming from pharmaceutical formulations and nutrition products. We believe that we have a strong pipeline and are well positioned for future growth in all the segments.

At the heart of Panacea Biotec's strategy lies a deep commitment to Research & Development. Our focus is not only on advancing science but also on making it affordable, practical, and impactful for families worldwide. By improving efficacy, simplifying dosing regimens, and / or reducing the cost of manufacturing, our R&D efforts ensure that our innovations translate into better access, better outcomes, and healthier lives. We seek to leverage a strong pipeline, organized around expected operational growth drivers to creating long-term growth opportunities.

Building on this foundation, we are now consciously shaping our portfolio around the complete journey of a child. From the earliest stage of life where vaccines safeguard against life-threatening diseases, to early-age nutrition that supports growth and development, and into ongoing healthcare and wellness solutions, Panacea Biotec is creating a continuum of care. This child-centric approach ensures that we remain trusted, and indispensable across multiple stages of a family's health journey.

A critical enabler of this strategy is the trust and equity among paediatricians, earned over decades through our vaccines and pharmaceutical offerings. This unique positioning allows us to introduce new portfolios seamlessly, with credibility and confidence, reinforcing our role as a partner to both healthcare professionals and parents. By leveraging this strong foundation, Panacea Biotec is well placed to extend into adjacent categories and create a ho listic ecosystem of solutions that strengthens our engagement with consumers over time.

We are committed to strategically capitalizing on growth opportunities, primarily by advancing our own product pipeline and maximizing the value of our existing products, but also through various business development initiatives. We view our business development activity as an enabler of our strategies and seek to generate growth by pursuing opportunities and transactions that have the potential to strengthen our business and our capabilities. We assess our business, assets and scientific capabilities / portfolio as part of our regular, ongoing portfolio review process and continue to consider business development activities that will help advance our business strategy.

Panacea Biotec's Vaccine Business

Panacea Biotec is one of the leading manufacturers of paediatric vaccines and has played a pivotal role in eradication of poliomyelitis from India and many other countries, being one of the largest suppliers of oral polio vaccines to UNICEF, the Government of India and other developing countries. In the last two decades, the Company has supplied more than 10 billion doses of polio vaccine in India and developing countries and supplied more than 200 million immunizations by supplying fully liquid wP based combination vaccines. Our innovations have helped increase paediatric immunization coverage, provided significant savings in the overall cost of immunization and saved the lives of millions of children in developing countries.

We believe that the following are our key strengths:

- **Advanced Research and Development Capabilities:** Strong R&D teams and state-of-the-art laboratories enable the development of innovative vaccines.
- **Strong Regulatory Knowledge:** Expertise in navigating complex regulatory environments to secure approvals.
- **Robust Supply Chain:** Efficient manufacturing and

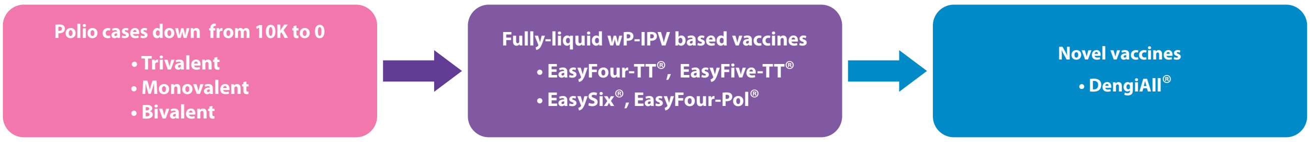
distribution networks ensure timely delivery of vaccines.

- **Established Brand and Reputation:** Trusted by healthcare providers and the public, leading to higher acceptance rates.
- **Intellectual Property:** Patents and proprietary technologies provide a competitive edge.

Journey marked by Polio eradication leading to bigger impact across infectious diseases

The Company has pioneered in the development of vaccines ranging from recombinant, polysaccharide conjugate and viral vaccines. The Company has a strong pipeline of vaccines under development to boost its future growth including DengiAll® a single dose live-attenuated tetravalent vaccine against Dengue fever, NuCoVac®-11 a pneumococcal polysaccharide conjugate vaccine (11-valent), a multi-epitope nanoparticle based broadly protective Betacoronavirus candidate vaccine and several other vaccines at various stages of development.

Our paediatric vaccine franchise focuses on providing newborns protection against deadly diseases like diphtheria, tetanus toxoid, B. pertussis, hepatitis B, haemophilus influenza Type b (Hib), and polio. We have a strong legacy as a global vaccine player with a track record to bring first-to-market innovative products like:



- World's first fully liquid wP-IPV based hexavalent vaccine, EasySix® (DTwP-HepB-Hib-IPV)
- World's first fully liquid wP-IPV based pentavalent vaccine, EasyFourPol® (DTwP-Hib-IPV)
- World's first fully liquid wP based pentavalent vaccine, Easyfive-TT® (DTwP-HepB-Hib)
- World's first monovalent oral polio vaccines (mOPVs) and bivalent oral polio vaccine (bOPV with poliovirus type 1 and type 3), Bi-OPV®.

During the financial year 2024-25, total consolidated revenues from vaccines business was ₹3,098.43 million as against ₹3,595.90 million in the previous financial year. The revenue from export of vaccines was ₹2,169.37 million (~70%) as against ₹3,158.21 million during previous year.

The existing commercialized product portfolio of the Company includes key proprietary vaccines, hexavalent vaccine EasySix®, fully-liquid pentavalent vaccine, EasyFourPol®, fully-liquid tetravalent vaccine, Easyfour-TT®, WHO prequalified fully-liquid pentavalent vaccine Easyfive-TT®, and bivalent poliomyelitis vaccine Bi-OPV®.

About Easyfive-TT®

Easyfive-TT® is the world's first fully liquid wP-based Pentavalent vaccine that was launched in India in 2005. After receiving WHO pre-qualification in 2008, more than 200 million doses have been supplied to over 75 countries globally. It is a ready-to-use combination vaccine that does not require preparation by healthcare workers at the clinic, reduces the number of visits to vaccination centres, and reduces the overall cost of immunization for all stakeholders.

About EasySix® and EasyFourPol®

Panacea Biotec is the innovator and intellectual property holder of EasySix®, the world's first fully-liquid hexavalent vaccine. The WHO's Strategic Advisory Group of Experts on Immunization (SAGE) has supported the global rollout of wP-IPV based hexavalent vaccine in the global immunization schedule - creating an opportunity for more than 250 million doses of hexavalent vaccine annually. Panacea Biotec is in the process of expanding its manufacturing capacities in order to meet the growing demand of vaccines in future by public health agencies.

In India, the Company has a field force of around 150 persons spread across the country to regularly reach out to nearly 10,000 paediatricians across India. Over 400,000 children are vaccinated in the private market in India. EasySix® is the brand leader in India with the largest market share in its segment (IQVIA March 2024). The wP-IPV based hexavalent vaccines also competes with aP-IPV based vaccines in the private market in India.

During financial year 2023-24, Panacea Biotec also launched the world's first fully-liquid wP-IPV based pentavalent vaccine under brand name of EasyFourPol® which provides protection against diphtheria, tetanus toxoid, B. pertussis, Hib, and polio. It is the only vaccine in its segment of wP-IPV based vaccine and that aids healthcare practitioners who prefer to give hepatitis B as a standalone vaccine or in mixed schedules due to high-risk births.

Our combination vaccines led by EasySix®, EasyFourPol®, and Easyfive-TT® also set the precedent of promoting environmental sustainability. Adoption of EasySix® in the immunization program leads to reduction of over 60% carbon emissions, helps make a single immunisation program (3 vs. 1), over 50% reduction in supply chain costs and storage benefits, and also more than 50% reduction in biological waste.

60% reduction in CO_2 emissions

CO_2 emissions for 30 million doses (in kg)	Current immunisation schedule (3 Penta and 3 IPV)	EasySix®
Paper	7,988,775	3,195,510
Glass	225,721	90,288
Steel	4,625	1,850
Transportation	8,707,455	3,482,982
Total for 30 million doses	16,926,576	6,770,630

Apart from lower number of injections and less pain for children, EasySix® provides additional benefits to parents and governments. As parents are able to get all the vaccinations completed in fewer visits, they are more likely to get their children vaccinated. With higher vaccination rates, governments have to spend less money to create healthcare infrastructure and doctors / nurses spend less time on treating avoidable diseases among children; families also get benefited as they truly spend their income to improve their quality of life. Hence, overall society benefits from critical combination vaccines like EasySix®.

Reduces number of visits to 4 (from 8) leading to higher and better vaccine coverage

- As parents do not have to visit often, there is higher compliance to get all three-doses of the vaccine.
  - **Mothers must travel for hours to get to vaccination centres; losing income. This makes them less likely to their Children vaccinated**
  - **Reduces number of vaccine programs from 3 to 1:**
  - Less requirement of campaigns and free's up essential Healthcare staff to save lives rather than undertaking door-to-door vaccine campaigns
  - Does not require re-constitution - single-vial shipping

More school days, and higher earnings

- **Children gain school days:** children attend school more, thereby, creating better prospects for their lives
- **Parents gain Wage days:** due to visit to vaccination centres or while taking care of sick children or paying for unnecessary treatments
- With Children falling sick less, Parents can spend money to improve their quality of life

Lower need for Donations for hospitals, cold storage, etc.

- Free's up Doctors, Nurses, and Hospital infrastructure to take care of those who truly need it.
- **Right-size hospital infrastructure and healtcare investments**

Considering the benefits that EasySix® offers, WHO SAGE in October 2021 approved adoption of hexavalent vaccine in the global immunization program. This led to PAHO's adoption in May 2023 and Gavi's adoption in June 2023. Further, UNICEF has already updated its forecast for hexavalent vaccines as stated below:

(No. in million doses)

UNICEF forecast	2024	2025	2026	2027	2028	2029	2030	Total
Gavi-73	3	19	44	71	97	105	107	446
Gavi-64	3	19	41	60	83	90	90	385

Giving further impetus to hexavalent vaccine adoption, Gavi has also given its preference to introduce a fourth dose for every child in the second year of life - this will replace the ongoing commitment for adoption of a DTP based booster in the second year of life.

Pipeline vaccines

The Company is in the process of launching TedShot® (Tetanus and Diphtheria reduced) vaccine in India after having received marketing authorisation in India. We expect it to compete in the annual ₹250 million private market in India and the public market procurement.

The Phase III clinical trial for India's first dengue vaccine, DengiAll® and Phase II / III clinical trial for NuCoVac®11 vaccines are ongoing in India. The Company has collaborated with Indian Council of Medical Research (ICMR) for the Phase III clinical trial of DengiAll® vaccine.

The Company is also developing a multi-epitope recombinant Mpox vaccine, VaxiPox™ designed against highly conserved antigens across Mpox clades, jointly with BRIC-THSTI. A recombinant, nanoparticle broadly protective betacoronavirus candidate vaccine is being developed in collaboration with BRIC-THSTI.

About DengiAll®

Panacea Biotec's tetravalent dengue vaccine candidate, DengiAll® has been developed to provide balanced protection across all four dengue virus serotypes while ensuring a superior safety profile compared to existing options. One of the major challenges in dengue vaccine development has been the risk of antibody-dependent enhancement (ADE), which can lead to more severe disease in individuals without prior dengue exposure. This has been a recurring safety concern with earlier and some current vaccines, where efficacy against certain serotypes was inconsistent.

In fact, long-term analyses of competing products (Daniels et al (Nat Med 31)) have shown that while protection was achieved for DENV1 and DENV2, there was little to no efficacy against DENV3 and DENV4 in seronegative individuals. Moreover, imbalances were observed in hospitalization rates for DENV3, with the vaccine arm showing more cases than placebo, and regulatory reviews have highlighted the risk of hospitalization and severe dengue-including dengue haemorrhagic fever - linked to DENV3 and DENV4 in dengue-naïve recipients.

DengiAll® has been designed to overcome these limitations by avoiding structural imbalances that contribute to serotype-specific risks. Its safety advantage is reinforced by both human challenge and non-human primate studies, where DengiAll®'s strains have demonstrated robust protection. In controlled human infection models, vaccinated volunteers resisted wild-type dengue challenge, showing prevention of both viremia and symptomatic illness across all four serotypes without evidence of breakthrough severe cases. Similarly, monkey challenge studies confirmed that vaccinated animals mounted strong neutralizing antibody responses, were protected from clinical illness, and did not experience ADE-associated complications.

Together, these findings position DengiAll® as a safer and more programmatically deployable dengue vaccine candidate, with the potential to eliminate the need for pre-vaccination screening. By combining a broad tetravalent response with early evidence of durable safety from challenge studies, DengiAll® stands out as a next-generation solution capable of addressing the global unmet need for a reliable dengue vaccine.

About Mpox candidate vaccine VaxiPox™

Mpox, caused by the Monkeypox virus (MPXV), has re-emerged as a significant global health concern with multiple clades in circulation. Clade I (Central African, further divided into Ia and Ib) is associated with more severe disease and higher fatality rates, while Clade II (West African, with subclades IIa and IIb) has been responsible for the widespread outbreaks since 2022. The ongoing circulation of both severe and milder clades highlights the unpredictable nature of the disease and the potential for further international spread. A major clinical challenge lies in the waning immunity resulting from the cessation of smallpox vaccination programs after eradication in 1980. While older populations may retain partial cross-protection, younger generations are largely

Dr. Rajesh Jain, CMD, welcoming H.E. Dr. Eduardo Martinez Diaz, Dy. Prime Minister of Republic of Cuba

Meeting with Cuban delegation led by H.E. Dr. Eduardo Martinez Diaz, Dy. Prime Minister of Republic of Cuba

susceptible, leaving a growing global immunological gap. This has been compounded by new epidemiological patterns of transmission, including household spread, nosocomial infections, and sexual networks, which have accelerated the disease's reach across continents.

Against this backdrop, Panacea Biotec, in collaboration with BRIC-THSTI, is developing VaxiPox™, a novel multi-epitope subunit vaccine designed to target conserved antigens across circulating clades. Unlike live-virus vaccines, VaxiPox™ offers a safer profile suitable for wider populations, including immunocompromised individuals and children, while eliciting both strong T-cell and neutralizing antibody responses. With global Mpox cases surpassing 142,000 confirmed infections across more than 120 countries by April 2025, the demand for effective, broadly protective vaccines has never been more pressing. The global Mpox vaccine market, valued at approximately US$ 1.2 billion in 2024, is projected to reach nearly US$ 2.5 billion by 2033, growing at a CAGR of over 8%. VaxiPox™ is well-positioned to address this unmet need, combining scientific innovation with scalable production to ensure accessibility in both developed and resource-limited regions.

About Broadly protective Betacoronavirus candidate vaccine

A recombinant nanoparticle candidate vaccine, being collaboratively developed with BRIC-THSTI, has potential to offer protection against SARS-CoV-1, SARS-CoV-2 and MERS to drive broad neutralization. This candidate vaccine is formulated with Panacea's EmulsiPan adjuvant. The program is co-funded by CEPI (US$12.5 million) and is advancing towards Phase I human safety studies.

Betacoronaviruses have emerged repeatedly in recent decades, underlining the urgent need for broadly protective vaccines. The SARS-CoV-1 outbreak in 2001 (commonly referred to as the 2002–2003 SARS pandemic) demonstrated how a novel coronavirus could spread rapidly across continents, resulting in over 8,000 cases with nearly 10% fatality. This was followed by the SARS-CoV-2 pandemic in 2019, which escalated into the most disruptive global health crisis in recent history, infecting hundreds of millions, causing millions of deaths, and leaving long-lasting socio-economic impacts worldwide. Parallel to these, Middle East Respiratory Syndrome (MERS) - first identified in 2012 - has continued to pose a persistent threat, especially in Saudi Arabia. By May 2025, there have been 2,626 confirmed cases globally, of

Dr. Rajesh Jain, CMD and other directors & senior officials of Panacea Biotec with H.E. Dr. Eduardo Martinez Diaz, Dy. Prime Minister, H.E. Mrs. Tania Margraita Cruz Hernandez, First Dy. Minister of Health, H.E. Mr. Juan Carlos Marsan Aguilera, Ambassador of Republic of Cuba and other distinguished guests, during their visit to Panacea Biotec which more than 2,217 were reported in Saudi Arabia alone, with a case fatality rate close to 39%. These repeated incursions underscore the unpredictability and high lethality of betacoronaviruses.

India, like several other countries, faces a heightened vulnerability due to animal reservoirs and environmental interfaces. Dromedary camels are recognized carriers of MERS-CoV, and multiple coronavirus strains have also been identified in Indian bat populations. The close human–animal proximity that characterizes large parts of India - driven by livestock dependence, expanding urban encroachment, and ecological disruption - further elevates the risk of zoonotic spillovers. In conflict-prone or resource-constrained regions, surveillance and containment are even more difficult, compounding the risk of localized outbreaks escalating into wider epidemics.

Together, these initiatives highlight how India's scientific partnerships are producing globally relevant vaccine solutions. With rising risks from coronaviruses, poxviruses, and other zoonoses, platforms that combine antigenic breadth, rapid manufacturability, and affordability are poised to become cornerstones of global pandemic security.

Global Institutional business for Vaccines

Panacea Biotec has been one of the largest suppliers of vaccines to multilateral agencies like UNICEF, PAHO, etc. and has been supplying vaccines to institutional customers and national Governments for over two decades. During the year under review, the Company's vaccines were exported to ~30 countries in Africa, Asia and Latin America. As part of the Company's strategy to enter into the international private vaccine market, the Company has already registered its vaccines in 16 countries (including African Medicines Regulatory Harmonization (AMRH) which will inter-alia enable launch of product in ~29 countries in African region who have ratified the African Medicines Agreement (AMA)). The product registration in 17 countries is in progress and is expected to be approved in due course.

The Company's EasySix® vaccine has been listed as the first product under the Continental Listing of Human Medicinal Products by the AMA as part of the AMRH initiative. This continental listing is designed to facilitate accelerated registration of listed products across AMRH member countries.

Besides supplying Easyfive-TT®, EasySix® and Bi-OPV®, the Company will also be seeking WHO prequalification of its pipeline products for supply to UN agencies and other national Governments.

Panacea's marketed / market-ready vaccines viz. pentavalent, pneumococcal conjugate and tetanus and diphtheria reduced etc. are expected to cover over 46% of the Gavi's demand (in doses) until 2030. Overall, over 131 countries use DTwP-based combination vaccines (Easyfive-TT® and EasySix® compete in this segment), over 179 countries use the tetanus containing vaccines (TedShot® will compete in this segment), 130 countries use oral polio vaccines, and over 179 countries are using the pneumococcal conjugate vaccine (NuCoVac®11 vaccine will compete in this segment) in their immunisation schedule.

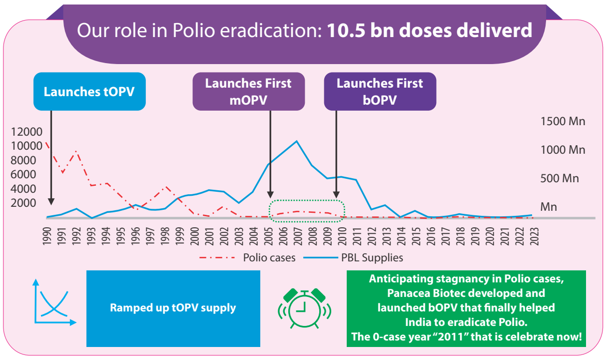
Panacea Biotec is supporting global cause of providing affordable vaccines to the children across the globe and it works closely with global organizations like WHO, Gavi, UNICEF, PAHO, CEPI, Gates Foundation and Clinton Health Access Initiative (CHAI), etc. The Company is a member of Developing Countries Vaccine Manufacturers Network (DCVMN), a public health driven international alliance of manufacturers and shares common vision and mission of combating infectious diseases and accelerating access to affordable high-quality vaccines.

Our Role in Polio Eradication

The Company has delivered over 10.5 billion doses of polio

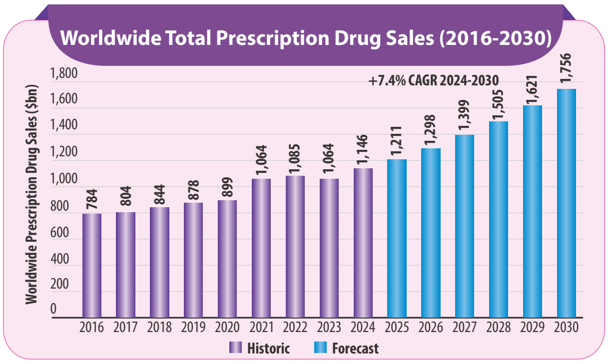
Dr. Rajesh Jain, CMD and management team of Panacea Biotec with H.E. Édouard Ngirente, Prime Minister & Dr. H.E. Yvan Butera Minister of State for Health of Republic of Rwanda and other participants during their visit to Rwanda vaccines across the world. We started this journey in India in 1990 and then subsequently touched more than 1 billion doses supplied in 2007 - the largest in the world at the time.

World's first monovalent oral polio vaccines (mOPVs) and bivalent oral polio vaccine (bOPV with Poliovirus Type 1 and Type 3), Bi-OPV®: Anticipating stagnancy in the number of polio cases in 2005, Panacea Biotec launched monovalent OPV vaccines to help arrest the number of polio cases and finally, reach 0 cases in 2011 that we celebrate even today.



GLOBAL PHARMACEUTICAL MARKET

The global pharmaceutical market is poised for robust growth, with projections showing worldwide prescription drug sales exceeding US$ 1.75 trillion by 2030. This represents a CAGR of over 7%, demonstrating significant resilience against headwinds such as volatile global tariffs, US regulatory uncertainty, and potential pressure on US drug pricing.



The increase in sedentary jobs, busy lifestyles, and evolving consumer preferences is impacting the global disease landscape, particularly the prevalence of non-communicable diseases such as cancer, diabetes and cardiovascular conditions. Factors such as prolonged working hours, reduced physical activity and unhealthy dietary habits contribute significantly to chronic diseases such as diabetes.

Geographically, the market continues to be dominated by North America, which commands over 40% of the global share, largely due to the United States' high healthcare expenditure and robust R&D ecosystem. However, the primary engine of future growth is unequivocally the Asia-Pacific region. Fuelled by demographic tailwinds, expanding healthcare access, and a burgeoning local innovation landscape, this region is projected to exhibit the fastest growth, fundamentally altering the global strategic map.

The most critical dynamic within the industry is a fundamental shift in the nature of therapeutic intervention. The market is moving from a traditional small-molecule, one-size-fits-all model towards an era of 'High-Science, High-Specificity Medicine'. This is defined by 3 interconnected trends: the ascendancy of biologics and advanced modalities like cell and gene therapy; the rise of personalized medicine, enabled by a booming companion diagnostics market; and the strategic focus on orphan drugs for rare diseases. These high-value segments are now the principal drivers of innovation and growth.

This therapeutic evolution is enabled and accelerated by a concurrent technological revolution. The pervasive integration of Artificial Intelligence (AI) and machine learning is revolutionizing R&D, from de novo drug design to the optimization of clinical trials.

Economically, the industry continues to operate within a powerful cycle of innovation, patent exclusivity, and generic / biosimilar competition. The 'patent cliff' remains a formidable strategic challenge, creating a relentless imperative for pipeline replenishment that fuels a dynamic merger & amalgamation landscape. The strategic focus of this activity has shifted towards acquiring innovative, long-term platform technologies rather than immediate revenue streams.

In conclusion, the pharmaceutical industry is evolving into a more complex, technologically advanced, and economically nuanced ecosystem. Success in this new era will demand more than scientific excellence alone; it will require mastery of data, global operational agility, and the ability to orchestrate complex partnerships across the healthcare and technology sectors.

Indian Pharmaceutical Market

The pharmaceutical industry in India is a significant part of the nation's foreign trade and offers lucrative potential for investors. Millions of people around the world receive affordable and inexpensive generic medications from India, which also runs a sizable number of plants that adhere to Good Manufacturing Practices (GMP) standards set by the World Health Organization (WHO) and the United States Food and Drug Administration (USFDA).

The Indian pharmaceutical market, valued at approximately US$61 billion (~₹5,200 billion) in 2024, is projected to reach US$174.31 billion(~₹14,900 billion) by 2033, growing at a CAGR of 11.32% from 2025 to 2033. India is the largest global provider of generic medicines, supplying 20% by volume, and a leader in vaccine production, accounting for 60% of global output. Key segments of the Indian pharmaceutical industry are OTC medicines, generics, active pharmaceutical ingredients (APIs), vaccines, biosimilar and custom research manufacturing (CRM). Ranking third globally in drug and pharmaceutical production by volume, India exports to approximately 200 countries and territories.The top five destinations for these exports are the USA, Europe, South Africa, Brazil and CIS countries.

The country has an established domestic pharmaceutical industry, with a strong network of ~3,000 pharmaceutical companies and ~10,500 manufacturing units. India supplies over 50% of Africa's requirement for generics, ~40% of generic demand in the US and ~25% of all medicine in the UK.

Reciprocal tariffs introduced by the United States have added uncertainty to the outlook. The Reserve Bank of India (RBI) has cautioned that these tariff developments may dampen exports and weaken domestic demand, prompting a downward revision of its growth forecast from 6.7% to 6.5%. The US Government's reciprocal tariff policy is likely to significantly impact Indian pharmaceutical companies, particularly those exporting to the US market. USA is India's largest market for pharmaceutical exports, accounting for ~31% of India's total pharmaceutical exports in financial year 2024. To counter these challenges, India is intensifying efforts on diversifying its export markets, negotiating trade agreements, and boosting domestic manufacturing. The country is also poised to benefit from supply chain realignments and foreign direct investment diversification. However, the global slowdown driven by trade tensions remains a key risk. RBI maintains that calibrated policy support can enable India to navigate this volatility and strengthen its position within the emerging global economic landscape.

Indian Nutrition Market

The baby food and infant formula market is estimated to be ~US$ 5.7 billion in 2023 (~₹475 billion) in India. As per industry estimates, this market is expected to grow to ~US$ 9.0 billion (~₹751 billion) by 2032, growing at a CAGR of 5% during 2024-2032. The growth in this market will be driven by increasing awareness among the parents for overall development of children through nutritional products. Consumers are increasingly using baby food products to give additional supplements to increase the immunity and health of infants and young children. The future growth will also be driven by other innovative products including ready-to-feed baby food products, that are easy to use, portable and rich in nutritional values.

Government initiatives such as the Pradhan Mantri Matru Vandana Yojana (PMMVY) and Integrated Child Development Services (ICDS) are crucial in promoting proper infant nutrition in the country. These programs aim to address malnutrition and improve maternal and child health by providing support and nutritional supplements. Additionally, advancements in research and technology have led to innovative product formulations, focusing on nutritional content and development benefits.

With a growing awareness of nutrition's importance in early childhood, increasing disposable incomes, and changing lifestyles, the market has become dynamic and competitive. The demand for organic and natural ingredients has also gained traction, resulting in a growing preference for healthier options among parents.

Healthcare professionals (HCPs) recommendations are serving as a key driver for the expanding infant and toddler nutrition market in India. Parents increasingly rely on guidance from paediatricians and nutrition experts when making decisions about their children's diets. As healthcare professionals emphasize the crucial role of proper nutrition in early childhood development, their endorsements carry considerable weight, influencing parental choices. Paediatricians often recommend products that contain essential nutrients, vitamins, and minerals, aligning with a child's specific developmental needs. This endorsement provides a direct link between healthcare advice and consumer purchasing behaviour.

Indian Baby Care Products Market

The Indian Baby Care Products Market size is estimated at US$ 4.94 billion (~₹422 billion) in 2025, and is expected to reach US$ 8.61 billion (~₹736 billion) by 2030, at a CAGR of ~11.76% during the forecast period (2025-2030).

Baby care products are designed to cater to the unique needs of babies and young children whose delicate skin requires special care and attention. These value-added products are formulated to be mild and gentle, with no parabens, phthalates, toxins, or mineral oil, with a focus on providing hydration and nourishment to the skin while keeping it clean and comfortable. The baby skincare products market in India has witnessed significant growth in recent years. The increasing awareness among parents regarding the importance of using safe and natural products for their babies' skin has led to a rise in demand for baby skincare products.

Moreover, the growth of the e-commerce industry has made it easier for parents to access a wider range of products and purchase them online. The increasing number of women joining the workforce in India has led to a rise in demand for baby care products, as working parents have less time to follow traditional methods of infant care.

Additionally, the use of innovative product packaging and the incorporation of organic ingredients with health benefits has further boosted the demand for baby care products in India. These trends are expected to continue driving the growth of the baby care products market in India in the coming years.

PHARMACEUTICAL FORMULATIONS AND NUTRITION BUSINESS

During the year under review, total consolidated revenues from pharmaceuticals and nutrition business was ₹2,492.51 million as against ₹1,995.78 million during previous financial year registering a growth of ~25%. The revenues from exports of pharmaceutical products were ₹1,838.27 million as against ₹1,655.79 million in previous financial year, registering a growth of ~11%. The domestic revenues from pharmaceutical formulations and nutrition business increased to ₹654.24 million from ₹339.99 million during previous financial year mainly due to increase in revenue from contract manufacturing.

International Pharmaceutical Formulations Business

During the year under review, the Company's wholly-owned subsidiary Panacea Biotec Pharma Limited ("PBPL") has exported its pharmaceutical products to ~40 countries worldwide including the United States, Canada, Germany, Serbia, Bosnia, Kosovo, UAE, Saudi Arabia, Qatar, Algeria, Turkey, Tanzania, Kenya, Uganda, Ghana, Indonesia, Vietnam, Philippines, Myanmar, Sri Lanka, Mongolia, Thailand, Brazil, Panama, Ecuador, Paraguay, Costa Rica, Chile, Cambodia, Jordan, Trinidad & Tobago, Rwanda, etc.

PBPL has been pursuing its international pharmaceutical formulation business with a team of dedicated employees and has established relationships with various key business associates / partners who market / distribute its products across several countries in the world in both ICH markets and ROW countries.

In the North America and Europe, PBPL is taking several steps for strengthening its position. Panacea Biotec Germany GmbH (PBGG) launched Valgapan (Valganciclovir) in Germany, while portfolio expansion with Siropan is underway. Broader European expansion is advancing, with marketing authorisation applications for PacliAll® filed in 11 EU countries. The first marketing authorization is expected during current financial year, followed by commercial launches. Product registrations are initiated in new markets like UK that will help in sustained growth. Portfolio building is also supported by in-licensing products from other manufacturers, alongside assessment of nutrition and supplement opportunities to build a broader presence in the region.

In the Rest of the World (ROW) markets, PBPL expanded its global presence significantly during the year under review. PBPL entered markets such as Algeria, Egypt, Libya, Oman, Qatar, and South Africa, with product launches scheduled in next 1-2 years. Saudi Arabia also witnessed the relaunch of

Rizatriptan, reinforcing PBPL's established base in the region. In Asia-Pacific region, products were successfully commercialized in Indonesia, and regulatory transfer activities were completed in Australia, paving the way for a commercial launch of under registration dossiers in financial year 2026-27. With these developments, PBPL has set the foundation to expand its ROW markets footprint from 35 operational countries to 54 over the next five years, with 8 new markets expected to be added in the near term and a further 11 in the longer horizon.

PBPL now maintains 388 active registrations across ROW markets, supported by 48 dossiers under review and a further 50 dossiers planned for filing in current financial year. Alongside regulatory expansion, portfolio development has been accelerated, with seven new products under various stages of development. Complementing this pipeline, PBPL is laying the foundation for growth in kids nutrition and infant formula, with commercialization of ChilRun® planned for Uganda, Myanmar, and Nepal during financial year 2025-26.

Nutrition and Baby Care Business

In the domestic market, PBPL continues to pursue a clear strategy of strengthening its existing brands while building new categories to address the evolving needs of families - children, newborns, mothers, and now young adults. PBPL's focus has been on creating meaningful health solutions that extend beyond clinical care into everyday preventive and lifestyle wellness, while expanding access through deeper retail penetration and digital platforms.

Since its launch in June 2023, the ChilRun® portfolio has demonstrated consistent growth and is now available in more than 10,000 retailers across India. PBPL's sustained efforts to build the brand have been supported by innovative initiatives such as taste campaigns, Fizz Zone and Shakti Health camps, and Observation Studies designed to assess the impact of products on children's growth in real-world scenarios. In addition, campaigns in schools and Resident Welfare Associations (RWAs) have successfully amplified awareness and trust among parents, reinforcing ChilRun®'s positioning as a trusted nutritional solution for growing children.

Also, ChilRun full® has demonstrated considerable success in enhancing childhood growth, especially among ones at risk of malnutrition, according to the results of a comprehensive 90-day nationwide post-marketing observational study, conducted by PBPL.

Building on our expertise in neonatal and paediatric care, we strategically expanded our portfolio into diapers and wipes under the NikoMom™ brand. Much like vaccines provide the first shield of protection from birth, NikoMom™ Diapers and Wipes deliver essential hygiene and comfort, addressing one of the most fundamental needs of newborns. This launch marks more than just an extension of our product line - it represents a strategic redefinition of our value proposition, allowing us to serve families with comprehensive solutions for health, nutrition, and hygiene.

Recognizing the importance of modern retail channels, we have also expanded access to our brands through e-commerce and quick commerce platforms. Our products are now available on Amazon, Flipkart, Tata 1mg, etc. in addition to our own direct-to-consumer portal, www.7Nshop.com, which enables customers to access our offerings directly from PBPL. This multi-channel approach has positioned PBPL to engage with consumers across digital ecosystems, ensuring our brands are accessible anytime, anywhere, and paving the way for future launches in gynaecology, women's health, and adult nutrition.

To further strengthen the retail presence, PBPL has set up a new dedicated trade expansion initiative under the LEAP SBU. This specialized team will develop a structured go-to-market strategy for all brands, ensuring sharper execution at the retail level, deeper penetration into untapped markets, and faster scaling across urban and semi-urban India. By creating an integrated platform for our child and mother care brands, LEAP will serve as a growth accelerator, helping us expand shelf presence, strengthen consumer engagement, and create long-term value in the trade channel.

With a view to expand its product portfolio in nutrition range of products, PBPL has also decided to launch gummy based nutraceutical products. PBPL has recently acquired trademarks, copyrights, patents, designs, domain names, product formulations and technical know-how, customer database and digital marketing assets, etc. inter-alia, in relation to the brand name, Power Gummies. With innovative offerings such as hair, skin, nail, weight management and sleep-enhancing gummies, the brand would target millennial and Gen Z consumers seeking convenient, science-backed health supplements. The said acquisition and launch of Power Gummies aligns with PBPL's strategy to diversify into lifestyle and preventive healthcare and leverage PBPL's strengths to scale up the product portfolio and address adjacent markets in women and child segment.

Together, these initiatives reflect a domestic strategy built on three pillars: (i) sustaining and scaling existing brands through awareness campaigns and retail expansion, (ii) launching new, strategically aligned categories that extend our neonatal and paediatric expertise into broader family care, and (iii) leveraging new channels, digital platforms, and acquisitions to diversify into adjacent markets. By integrating nutrition, hygiene, and lifestyle wellness under a unified approach, PBPL is positioning itself as a holistic partner in the growth and well-being of families in India.

Supply Chain Management

Panacea Biotec is committed to ensure the timely availability of its products to its business partners and patients. It has an established Supply Chain Management (SCM) system designed for creating end-to-end visibility and controls right from sourcing of materials till collection of receivables for the vaccines, pharmaceuticals, nutrition and baby care products.

In India, Panacea Biotec has built a robust and agile supply chain designed to support its fast-growing vaccines, baby hygiene, and nutrition businesses. The Group operates through 2 Central Warehouses and 14 Sales Depots / Carrying & Forwarding Agents (CFAs), supported by a network of nearly 1,500 distributors as of March 31, 2025. This infrastructure ensures a Pan-India presence, enabling timely availability of products across urban, semi-urban, and rural markets.

To strengthen last-mile connectivity, PBPL is expanding its stockiest base, with a dedicated focus on trade expansion through the newly established LEAP SBU. This initiative aims to create a structured go-to-market model for flagship consumer brands such as NikoMom™ and ChilRun®, ensuring deeper retail penetration and stronger presence in modern trade channels. In parallel, Panacea Biotec is investing in and leveraging its proprietary platform www.7Nshop.com alongside e-commerce and quick commerce partners such as Amazon, Flipkart, and Tata 1mg. By integrating its CFA network into D2C deliveries, the Company is creating a hybrid supply model that combines scale efficiency with consumer convenience, thereby supporting its ambition to become a leading household name in family healthcare.

Globally, Panacea Biotec has established a supply chain framework designed to deliver reliability, compliance, and efficiency across ICH and ROW markets. The Company works with world-class logistics providers, clearing agents, and airlines, ensuring consistent delivery to partners in Asia, Europe, Africa, and North & South America. To support its fast-expanding footprint, the Company continues to optimize its export logistics and international distribution partnerships, aligning with its growth strategy to reach 50+ countries over the next five years.

A key strength lies in Panacea Biotec's cold chain management expertise, which underpins its vaccines business. The Company employs Vaccine Vial Monitors (VVMs), data loggers, refrigerated vehicles, cold rooms, ice boxes, coolant, and Tyvek packaging to ensure temperature stability throughout the supply journey. Every pallet in international consignments is fitted with data loggers, enabling real-time monitoring and compliance with stringent global regulatory requirements.

Additionally, the Company has developed a Track & Trace system and best-in-class documentation protocols, minimizing risks of delays, damages or demurrage. This system not only ensures timely deliveries but also reinforces Panacea Biotec's reputation as a trusted partner in critical healthcare supply chains worldwide. By aligning its global distribution strength with its product pipeline in vaccines, immunosuppressants, nutrition, and hygiene products, the Company is well positioned to scale its international business across regulated ICH and ROW markets.

Together, Panacea Biotec's domestic and international supply chain infrastructures form a complementary backbone that supports its growth ambitions. In India, the focus remains on retail expansion, brand visibility, and direct consumer engagement, while globally the emphasis is on compliance-driven logistics, cold chain excellence, and strategic distributor partnerships. This dual approach ensures that the Company not only delivers efficiency and reliability today but also creates the capacity and flexibility needed to scale in line with its long-term business strategy.

MANUFACTURING FACILITIES

Vaccine Drug Substance & Biosimilar facilities at Lalru

The Company operates state-of-the-art drug substance manufacturing facilities at Lalru, Punjab, which commenced operations in 2002. Lalru site houses multiple blocks dedicated to produce recombinant, bacterial, and viral vaccine drug substances.

Specialized Manufacturing Blocks for Vaccine Drug Substances: The facility is designed with dedicated, independently operable manufacturing blocks, each tailored to the specific process and biosafety requirements of different vaccine platforms. These blocks enable high-containment, contamination-controlled production of complex biologics with enhanced operational flexibility.

The manufacturing blocks are categorized as follows:

- **Bacterial Vaccines Block:** Supporting the cultivation, inactivation, and downstream processing of bacterial antigens.
- **Viral Vaccines Block:** Equipped for propagation of viral strains under controlled biosafety conditions.
- **Recombinant Vaccines Block:** Designed for microbial

Vaccine Drug Substance facility at Lalru, Punjab

Signing of commitment letter by Ms. Nisha Biswal, then Dy. CEO of DFC and Dr. Rajesh Jain, CMD

Dr. Rajesh Jain, CMD & other Directors with senior officials of DFC

expression systems (*E.coli*, *Pichia pastoris*) used in recombinant protein production.

These specialized units enable the manufacture of critical vaccine drug substances, including:

- recombinant hepatitis B surface antigen (r-HBsAg) - produced via yeast expression systems and purified.
- Tetanus toxoid (TT) – purified tetanus toxoid, used as both an antigen and carrier protein.
- Haemophilus influenzae type b (Hib) Polysaccharide and Hib-TT Conjugate.
- Inactivated whole-cell pertussis (wP) and diphtheria toxoid (DT).
- Viral Drug Substance Line - currently supporting the manufacturing of dengue vaccine drug substance, with scope for other viral vaccines under development.

Each block is engineered to comply with international GMP guidelines and incorporates scalable bioprocessing technologies to support both clinical and commercial-stage manufacturing.

The Lalru facility is WHO prequalified for the production of bulk Hepatitis B and Hib-TT conjugate antigens, which are key components in the manufacture of the Company's WHO-prequalified pentavalent vaccine Easyfive-TT®.

The bulk Hepatitis B and Hib-TT manufactured at Lalru Facility also contribute to the Company's hexavalent vaccine, EasySix®.

To meet the growing demand from UN agencies and national immunization programs globally for hexavalent vaccines, the Company is currently executing a major capacity expansion project at the Lalru site for scaling up of manufacturing capacities for whole-cell pertussis (wP) and diphtheria toxoid (DT) to 70 million doses per annum. The facility expansion has been successfully completed and currently media fill activities are being undertaken as part of final facility qualification before start of manufacturing campaign. The Company will seek requisite approvals from the Indian National Regulatory Authority (NRA) and the World Health Organization (WHO) for the expanded facilities.

In order to help finance the said capacity expansion project, the Company has been sanctioned long-term loan of upto US$ 20 million by the U.S. Government's development finance

Dr. Rajesh Jain, CMD and other directors & senior officials of Panacea Biotec with Ms. Nisha Biswal, then Dy. CEO and other officials / representatives of the U.S. International Development Finance Corporation (DFC), during their visit to Panacea Biotec

Directors, statutory auditors and senior officials of Panacea Biotec during their visit to Pharmaceutical Formulations and Vaccine Drug Product facilities at Baddi

institution, the U.S. International Development Finance Corporation ("DFC"). DFC's financing will enable the Company to expedite completion of the ongoing expansion and supply the hexavalent vaccine to U.N. agencies for childhood immunization globally. The process was delayed due to change in the U.S. Government which has now cleared the proposal. The legal due diligence and finalisation of financing documents for the said long-term loan is now in advanced stage.

Vaccines Formulation Facility at Baddi

The Company's state-of-the-art manufacturing facilities for vaccine drug products, comply with the cGMP practices of the key International regulatory bodies like WHO cGMP standards. Vaccine Formulation Facility at Baddi, Himachal Pradesh, which started its operations in the year 2008, comprises of two blocks. The production block is spread over ~2,800 M^2 constructed areas at each floor. The warehouse cum cold storage block measures ~ 4,702 M^2. The facility has two independent formulation suites and three filling lines for manufacturing of bacterial, viral and recombinant vaccines including live attenuated vaccines in pre-filled syringe (PFS) and in single dose and multi-dose vial presentations. The facility also has large lyophilization capacity for manufacturing lyophilized vaccines in vials. This facility is approved by Indian National Regulatory Authority (NRA) and several other countries and is also pre-qualified by WHO for pentavalent vaccine Easyfive-TT® and bOPV®. The Quality control laboratories of the facility are equipped with an assortment of sophisticated analytical equipment for testing of vaccines and input materials to assure quality of product at each stage of manufacturing. The warehouse facility is equipped with cold storage and deep freezers for cold chain maintenance and dispatch management of vaccines.

Pharmaceutical Formulations Facility at Baddi

Panacea Biotec Pharma's state-of-the-art pharmaceutical formulations facility at Baddi, Himachal Pradesh became operational in year 2006. The facility is equipped for bilayer tablets, complex sustained release coatings and delayed release coatings. The facility has received several certifications and accreditations from international regulatory authorities including USFDA, The National Institute of Pharmacy and Nutrition (OGYÉI) Hungary (EU), Federal Service for

Pharmaceutical Formulations Facility, Baddi, Himachal Pradesh

Surveillance in Healthcare (Russian Federation), Ministry of Health Ukraine, National Agency for Drug and Food Control, (Indonesia), Turkish Medicine and Medical Devices Agency, National Health Surveillance Agency (ANVISA), Brazil, South African Health Products Regulatory Authority (SAHPRA), etc.

Quality is a core guiding factor behind Panacea Biotec's decisions and actions. Panacea Biotec Pharma maintains a harmonized Pharmaceutical Quality System (PQS) that caters to all markets. Some of its pharmaceutical formulation products are routinely supplied to low-income countries under access programs through international agencies such as PAHO.

Panacea Biotec Pharma has dedicated and independent Quality Control facilities in the manufacturing facilities comprising of sample preparation with isolat or containment, wet lab, lab for atomic absorption spectroscopy, dissolution testing and stability testing as per ICH Guidelines, a packaging-material testing laboratory and a fully self-contained microbiology lab to carry out tests for microbial counts, microbiological assays and assessing environment controls.

Panacea Biotec Pharma's pharmaceutical manufacturing expertise lies in various Oral-solid, semi-solids and liquid oral dosage forms such as:

- Oral-solids - conventional tablets / capsules, controlled / delayed release / enteric coated tablets and capsules, tablet in tablet, tablet in capsule, multi layered capsules, hard gelatin / soft gelatin capsules, mouth dissolving / chewable tablets, beads encapsulation, coating (film, sugar, and functional), taste masking and fast-dissolving tablets;
- Semi-solids - ointments / creams / gels, transdermal drug delivery system; and
- Liquids - suspensions / syrups / solutions.

Cytotoxic / Oncology Facility at Baddi

Panacea Biotec Pharma's cytotoxic injectable formulation facility at Baddi, Himachal Pradesh, has dedicated filling lines for liquid & lyophilized injectables as well as pilot scale up batches complying with USFDA, EU and ROW cGMP norms.

Cytotoxic facility is equipped for manufacturing conventional and technology-based injections e.g. nano-particle and liposomal lyophilized products. This facility has been approved by Indian NRA, USFDA, The National Institute of Pharmacy and Nutrition (OGYÉI) Hungary (EU) and other regulatory agencies.

The above facility continue to be under the warning letter issued by the USFDA. PBPL has undertaken several corrective and preventive measures to comply with the observations raised by USFDA. It has also engaged international consultants as part of its corrective and preventive action plan to ensure that the manufacturing facilities meet the required standards. It is regularly undertaking further corrective and preventive actions as per the commitments made to USFDA. Nevertheless, the supplies of existing products to US market is continuing and there is no material adverse impact on current business from the facility.

Health Supplement Manufacturing Facility at Baddi

Panacea Biotec Pharma has set up a manufacturing facility to manufacture nutrition products at Baddi, Himachal Pradesh which became operational in April 2023. This manufacturing facility currently has installed capacity of ~6 tons per day.

Panacea Biotec Pharma's paediatric nutrition products under the brand name, ChilRun full®, ChilRun®7+, ChilRun full® No Sucrose, are being manufactured at this facility.

The facility holds valid accreditations and certifications from FSSAI (Food Safety and Standards Authority of India), A+ rating in external FSSAI Schedule IV Audit and is audited by the external third parties and found compliant to the GMP Codex Standard. Panacea Biotec Pharma also plans to set up facilities for new dosage forms of nutrition products in future.

RESEARCH & DEVELOPMENT

Panacea Biotec is a progressive & innovative biotechnology company engaged in research & development, manufacturing and marketing operations across pharmaceuticals, vaccines, nutrition and natural or herbal products. The Company is guided by its vision of "Innovation in Support of Life" and strongly be lieves that innovation is important to the long-term success of the Company. Panacea Biotec specializes in complex generics, vaccines, and novel drug delivery platforms to offer higher value and better health outcomes for the patients, governments and overall society.

Panacea Biotec's research and development efforts have been its greatest strength. Its ambitions are backed by distinguished, ultra-modern, state-of-the-art R&D Centers with around 77 scientists with deep roots within the academic community in important clusters in India, USA and Germany among other countries.

OneStream Research Centre at New Delhi

Panacea Biotec's OneStream Research Centre ("ORC") is a state-of-the-art facility to cater to all the modern aspects of vaccine development. This center has advanced genetic engineering, molecular biology, bacterial culture, animal cell culture, small scale and pilot scale fermentation, purification & analytical characterization and formulation development capabilities. It is equipped with all the necessary infrastructure and scientific manpower to carry out innovative research in the areas of antigen design, expression of antigen in a suitable host system and its purification. This is followed by formulation of antigen with suitable adjuvant and immunological evaluation in animal model.

The Company has done pioneering work in the development of viral, recombinant, sub-unit and polysaccharide conjugate vaccines, using both mammalian and microbial expression platforms. In last one year, ORC has made significant progress in the development of several vaccines including a multi epitope nanoparticle based broadly protective beta coronavirus vaccine candidate. These programs have now progressed to preclinical toxicology stage. Each of these programs will significantly address the healthcare burden posed by these diseases and address concerns related to new and emerging pathogens. The R&D center has established a high-cell density E.coli platform for the production of recombinant antigens and proteins. This will help in developing recombinant molecules as for use as in prevention, therapeutics and as carrier protein for conjugated vaccine.

The R&D center has a strong team to develop conjugation chemistries for many polysaccharide-based vaccines such as for typhoid, meningitis, and many more in near future. The ORC team is also engaged in carrying out research for development of several other vaccines such as, Meningitis, and vaccine against anti-microbial resistant bacteria. These candidates are part of our future product pipeline.

The broadly protective betacoronavirus vaccine candidate developed in ORC is a multi-epitope nanoparticle based vaccine to protect against MERS, SARS-CoV-1 and SARS-CoV-2, wherein the focus was to select a lead antigen through pre-clinical testing. This candidate is now in pre-clinical stage, with clinical development starting early next year. This research activity is supported by The Coalition for Epidemic Preparedness Innovations (CEPI) and is in collaboration with the Translational Health Science and Technology Institute (THSTI), an autonomous institute of the Department of Biotechnology, Ministry of Science and Technology, Government of India.

The Company is also continuously exploring collaboration opportunities with various institutions for development of plant-based protein as nutrition supplement.

Vaccine Formulation R&D Centre at Lalru

The Company's vaccine formulation research and development center at Lalru, Punjab is equipped with all the necessary infrastructure and scientific manpower to cater to all the modern aspects of vaccine formulation development. In past various manufacturing process were designed to handle aseptic and blending operations for several vaccines including Easyfive-TT®, EasySix®, EasyFourPol®, DengiAll®, NuCoVac®11 and TedShot®, etc.

SAMPANN R&D Centre at Lalru

SAMPANN R&D Centre of Panacea Biotec Pharma Ltd. at Lalru, Punjab continues to focus on Research & Development in

Directors, statutory auditors & officials of Panacea Biotec during their visit to Drug Substance Plant & Sampann R&D Center at Lalru

various therapeutic areas with a constant focus on developing difficult to develop formulations focused on chronic and super speciality therapeutic areas. Panacea Biotec has deep experience in developing innovative drug delivery based products that enjoy considerable brand equity amongst physicians.

Panacea Biotec's nanotechnology-based product PacliALL® (Paclitaxel bound in human albumin particles) was launched in 2011. At the time, it was the world's first generic for Abraxane, manufactured by Celgene, USA. This demonstrates the Company's ability to handle the most complex generics and deliver a high-quality product in constrained and challenging timelines.

In the field of pharmaceutical research, Panacea Biotec has developed different innovative technologies such as hydro gel based topical drug delivery system of peptides and herbal drugs, solid-solid dispersion for highly variable drugs, self-emulsifying drug delivery system (SEDDS) and controlled release drug delivery systems in different therapeutic areas.

SAMPANN is in the advanced stage of development of new products for US, Europe and ROW markets in the therapeutic segments of immuno-suppressant, diabetes and pain management, etc.

SAMPANN R&D Centre has also successfully developed nutrition products in the paediatric segment and is

SAMPANN Drug Delivery Research and Development Centre, Lalru

Directors and senior officials of Panacea Biotec during their visit to OneStream R&D Center at New Delhi

developing new dosage forms and products like baby cereals, bars, gummies, oils, cosmetics to expand the product portfolio. This Centre is also developing personal care products for infants, as well as prenatal and postnatal skincare, and also focuses on related specialties such as gynaecology and adult nutrition.

Clinical Research

Clinical research is a critical function that guides clinical decisions based on facts and scientific data through clinical studies on vaccines and drugs that can affect the health and well-being of millions of people. Panacea Biotec continuously undertakes clinical trials (Phase I, Phase II and Phase III) for all its investigational new vaccines and drugs as well as bioequivalence studies (as per New Drugs and Clinical Trials Rules 2019) for its innovative and generic product portfolios across both vaccines and pharmaceutical products.

Phase III clinical trial for tetravalent Dengue vaccine, DengiAll® in adults, in collaboration with ICMR, initiated last year, is proceeding well. Till date, >7,500 subjects have been enrolled without any significant adverse events being attributed to the vaccine. Further, Phase II / III Clinical trial for 11-valent Pneumococcal Conjugate Vaccine (NuCoVac®11) got initiated in the year under review. Till date 446 subjects have been enrolled and vaccinated, without any significant adverse events. The study is scheduled to be completed during the current financial year. These vaccines are expected to be launched in FY2026-27 after successful completion of the clinical trial and receipt of necessary regulatory approvals.

Intellectual Property

Panacea Biotec has a strong portfolio of intellectual property in the form of patents, trademarks and copyrights in both vaccines and pharmaceutical formulations business. As of March 31, 2025, Panacea Biotec Group has filed over 488 patent applications in over 65 countries including India,

Dr. Rajesh Jain, CMD with other directors and team members

New Year Celebration at Corporate Office at New Delhi

On the occasion of Diwali Celebration at Corporate Office at New Delhi

which include 15 patent applications pending grant and patent applications which were prosecuted.

As of March 31, 2025, Panacea Biotec Group has been granted over 466 patents globally out of which 42 are active. Some of the countries where patents have been granted are India, USA, Germany, Mexico, Brazil, Japan, Russia, Canada, China, Sri Lanka, Ukraine, South Korea, Nigeria, Indonesia, Malaysia, Philippines, Vietnam and the African Regional Intellectual Property Organisation (ARIPO) covering 14 countries, etc.

Panacea Biotec Group has filed ~575 trademark applications for registrations, out of which ~227 have been registered in India, ~184 have been registered outside India and ~164 applications are pending registration as on March 31, 2025. Further, the Group has ~103 registered copyrights as on March 31, 2025.

Human Resources

At Panacea Biotec, employees are the driving force behind our growth across all business segments. It has always been the Company's endeavour to nurture internal talent, creating pathways for new opportunities to grow as the Company grows, building a strong managerial and leadership pipeline for immediate and future requirements.

Excellence in learning & development is foundation to our growth journey. We empower employees through structured programs like LinkedIn Learning, on-the-job training, coaching, and a robust internal job posting system yielding close to 50% internal mobility. We continue to provide opportunities for employees to reskill, up-skill, multi-skill and multi-task.

Our structured onboarding program, 'Pravesh' ensures smooth cultural and functional integration of new joinees, while customized managerial and leadership tracks prepare future-ready managers and leaders. For existing employees, the 'Unnati' program provides performance insights, identify skill gaps and guides targeted development interventions.

We continue to strengthen our future talent pipeline through campus hiring at our manufacturing plants and R&Ds with a robust 6 months' induction program followed by project based assignments to broaden their exposure across functional areas with defined deliverables to be achieved in subsequent 6 months to ensure that we grow them horizontally and vertically. To ring fence key talent, we provide additional job responsibilities with suitable additional role allowances fostering both horizontal and vertical growth.

At Panacea Biotec, culture is not a statement, it's an experience we live. We create a culture of high and differentiated performance where people continue to push boundaries of growth and self-development.

Our autonomous team with self-nominated members led by self-nominated CAPTAINS continue to perform at the highest

New Year Celebration at Corporate Office at New Delhi

Special Event on the theme - Women at the Heart of Our Organisation - Empowered, Inclusive, Enabling growth environment

level and ensure quality of products manufactured with clear objective of 'Patient Safety'. We cultivate a workplace where empathy drives leadership, collaboration and co-ordination fuels performance, and every individual feels seen, heard, and valued.

From celebrating personal milestones to fostering psychological safety, we embed human connection in every interaction. Our culture encourages experimentation without fear, dialogue without hierarchy, and learning without limits. Through purpose-led engagement, inclusive rituals, and values that go beyond walls, we have created a vibrant, emotionally intelligent ecosystem. It is more than a workplace, it is where we grow, thrive, and belong. That is the Panacea Biotec culture.

Diversity and inclusion remain a key organizational priority. Currently ~9.2% of our total manpower comprises of women which has increased from 8.5% during previous financial year. We have implemented initiatives to enhance gender diversity and support women throughout their careers such as work from home during early pregnancy and post-delivery complications wherever job roles permit; targeted hiring at entry and managerial levels. Our bench hiring in manufacturing facilities and R&D Centres at entry level in executive cadre supports absorption of qualified women into core roles, reinforcing our inclusive talent acquisition strategy.

As on March 31, 2025, Panacea Biotec Group had a total workforce of ~2,504 employees (as against ~2,209 as on March 2024), of which ~ 1,816 are skilled employees engaged in corporate, managerial, sales, manufacturing & R&D functions and ~355 were contractual employees. The functional break-up of total employees is as follows:

- R&D professionals: ~153 (including ~77 scientists)
- Production, Quality Control & Quality Assurance: ~1,031
- Sales, Marketing & Logistics: ~419
- Other functions: ~901.

Out of the total manpower, ~1,038 employees (including ~179 contractual employees) were part of Panacea Biotec Pharma Limited.

During the financial year, we continued to leverage digitalization of processes leading to reduced human intervention and are closely tracking productivity metrics across business units to ensure better delivery of business. We

Women's Day Celebration at Corporate Office at New Delhi

Holi Celebration at Corporate Office at New Delhi

have added additional features to our own internally developed tool - NIKHAAR - our digital capability to monitor sales productivity and provide data analytics to employees engaged in sales & marketing to take informed and timely decisions. Darwin Box, Human Resource Management System (HRMS) is fully operational now and has streamlined multiple Human Engagement processes. We have moved out of SAP and introduced Oracle NetSuite for streamlining business process further and making it more agile.

We also believe in building strong emotional connections at the workplace. Monthly Birthday celebrations, festive events, recognition through appreciation certificates, job rotation opportunities reflect our commitment to employee engagement and holistic development.

At Panacea Biotec, we remain committed to create a workplace where excellence, inclusivity, human engagement come together - driving sustainable growth for our people and our business.

Strategic partnerships and collaborations

Panacea Biotec has established relationships with various key business associates, including institutional customers for its products, strategic partners for entry into new international markets and domestic & international partners who market / distribute its products across several countries in the world. Panacea Biotec has a long-standing relationship with the UNICEF, PAHO and the Government of India, which has helped in participating in immunization programs in India and globally.

Panacea Biotec's collaborations has enabled it in developing innovative, cost effective and quality vaccines and helped in achieving its goal of providing cost-effective vaccines to the global population. Panacea Biotec's collaborations include partnership with the National Institutes of Health, USA for development and commercialization in Asia and African countries of its licensed tetravalent dengue vaccine candidate, DengiAll® and its partnership with Serum Institute of India Pvt. Ltd. and its subsidiary for supply of one of the key constituents for the EasySix® vaccine and for introduction of hexavalent vaccine in national immunization programs in developing countries.

The Company has also collaborated with Indian Council of Medical Research (ICMR), Government of India for Phase III clinical trials of DengiAll®. It has also collaborated with BRIC-THSTI for development of broadly protective betacoronavirus and Mpox candidate vaccines. Panacea Biotec has entered into key partnerships with global pharmaceutical companies for marketing of pharmaceutical formulations in USA, Canada, EU and other international markets, which has helped Panacea Biotec in expanding its reach and access to new regulated markets.

Panacea Biotec will continue to strengthen its business development team and leverage its strengths in product development and navigating the regulatory landscape to capitalize on opportunities across new-age technologies that will strengthen and reposition its portfolio in the coming years.

Internal Audit & Internal Financial Control System

Panacea Biotec Group has a comprehensive internal control system that commensurate with the size and nature of operations of the Group entities. This system spans across the organization including all the manufacturing and research & development facilities, warehouses & sales offices besides corporate office.

The internal financial controls have been developed and implemented at each business process across the Company and PBPL. The user level responsibilities are constantly shared with key users for their implementation and compliance. Checks & balances and control systems have been established to ensure that assets are safeguarded, utilized with proper authorization and recorded in the books of account. There is a proper definition of roles and responsibilities across the organization to ensure information flow and monitoring.

The internal audits are conducted periodically by an internationally renowned independent audit firm PriceWaterhouseCoopers Services LLP (PwC), the internal auditors of Panacea Biotec Limited as well as of PBPL. The Audit Committee of Panacea Biotec Limited actively reviews the adequacy and effectiveness of internal controls, internal audit systems and advises improvements as may be required. Post audit follow-ups are carried out to ensure identified risks are addressed and recommendations of the Audit Committee are implemented.

Panacea Biotec has established and maintained adequate and effective internal financial controls over financial reporting (IFCoFR) in accordance with the framework.

Panacea Biotec with the help of the independent Internal Audit firm viz. PwC has performed an overall design assessment of the business processes as part of the Internal Financial control reviews. This includes review of policies and procedures adopted by Panacea Biotec for ensuring the orderly and efficient conduct of its business and fixing responsibility against all the controls. The design assessment was followed by the management testing of the controls across processes.

FINANCIAL PERFORMANCE

Summarized Consolidated Balance Sheet

(₹ in million)

Particulars	As at March 31, 2025	As at March 31, 2024
Assets:		
Fixed assets (net)	6,949.63	6,833.47
Financial assets	61.50	30.62
Other non-current assets	434.54	689.45
Current assets	5,451.79	4,854.67
Total Assets	12,897.46	12,408.21
Equity & Liabilities:		
Total Equity	8,347.86	8,420.46
Minority Interest	(41.70)	(38.21)
Non-current liabilities	921.37	936.14
Current liabilities	3,669.93	3,089.82
Total Liabilities	12,897.46	12,408.21

Fixed Assets: The net fixed assets have increased to ₹6,949.63 million from ₹6,833.47 million as at the end of previous financial year mainly on account of capital expenditure incurred on the ongoing expansion project at the Company's drug substance manufacturing site at Lalru, Punjab.

Non-current Financial Assets: Non-current financial assets include long-term investments, loans and other long-term financial assets. The non-current financial assets as of March 31, 2025 have increased to ₹61.50 million from ₹30.62 million as at the end of prev ious financial year, mainly due to increase in bank deposits having maturity above 12 months and security deposits.

Other Non-Current Assets: Other non-current assets include deferred tax assets and other non-current assets. The non-current assets as of March 31, 2025 decreased to ₹434.54 million from ₹689.45 million as at March 31, 2024, mainly due to decrease in GST input credit balances pursuant to refunds received during the year.

Current Assets: Current assets include inventories, trade receivables, cash & cash equivalents, other bank balances, short-term loans and other current assets. Total current assets as of March 31, 2025 have increased to ₹5,451.79 million as compared to ₹4,854.67 million at the end of previous financial year, mainly due to increase in the value of inventories and trade receivables pursuant to higher sales and orders received for supply in next financial year.

Total Equity: Total Equity represents Equity Share Capital and other Equity. Total Equity marginally decreased to ₹8,347.86 million as at March 31, 2025 as compared to ₹8,420.46 million as at March 31, 2024, mainly on account of losses during the financial year under review.

Non-Current Liabilities: Non-current liabilities include long-term borrowings (excluding current maturities), provisions and other non-current liabilities. The non-current liabilities as of March 31, 2025 have marginally decreased to ₹921.37 million as compared to ₹936.14 million as of March 31, 2024, mainly on account of adjustment of the income received in advance during the financial year under review.

Current Liabilities: Current liabilities include short-term borrowings, trade payables and other current financial liabilities (including current maturities of long-term borrowings). The current liabilities as at March 31, 2025 have increased to ₹3,669.93 million as compared to ₹3,089.82 million as at March 31, 2024, mainly due to increase in trade payables on account of procurement of inventories for meeting next financial year's requirements.

Summarized Consolidated Statement of Profit & Loss

(₹ in million)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from operations	**5,590.94**	**5,591.68**
Materials consumed	1,995.37	2,301.26
Employee benefits expense	1,730.51	1,495.67
Other expenses	2,124.18	1,995.36
Earning before Interest, tax, depreciation and amortizations (EBITDA)	(259.12)	(200.61)
Finance Costs	38.76	35.81
Depreciation and amortization expense	348.14	367.11
Other Income	206.60	257.96
Profit / (Loss) before tax and exceptional items	(439.42)	(345.57)
Exceptional items	359.94	360.34
Profit / (Loss) Before Tax	**(79.48)**	**14.77**
Provision for Taxes (including deferred tax)	7.71	29.82
Profit / (Loss) after Tax	**(87.19)**	**(15.05)**
Other comprehensive income (net of tax)	11.10	(3.84)
Total comprehensive income	(76.09)	(18.89)
Basic and Diluted EPS*	**(1.37)**	**(0.19)**

*Earnings / (Loss) per Share in ₹ per Equity Share of ₹1

Revenue from Operations: The consolidated revenue from operations were ₹5,590.94 million for financial year 2024-25 as compared to ₹5,591.68 million for previous financial year. The revenue from sales of products and services declined to ₹4,926.00 million during financial year 2024-25 as against ₹5,519.29 million during previous financial year, mainly due to absence of sales of bivalent oral polio vaccine and decline in sales of pentavalent vaccine to UN agencies. The other operating revenue increased to ₹664.94 million during financial year 2024-25 as against ₹72.39 million during previous financial year, mainly on account of recognition of grant income and receipt of incentive under the Production Linked Incentive Scheme for Pharmaceuticals of the Govt. of India.

Other Income: Other income declined to ₹206.60 million during financial year 2024-25 as compared to ₹257.96 million for previous financial year. Other income in previous financial year was higher due to write back of excess provisions pertaining to earlier years.

Materials Consumed: Materials consumed include consumption of raw & packing materials and finished goods purchased during the year. The materials consumed were ₹1,995.37 million for financial year 2024-25 as against ₹2,301.26 million for previous financial year. The materials consumed were lower in financial year 2024-25 due to lower sales as explained above.

Employee benefits expenses: The employee benefits expenses have increased to ₹1,730.51 million for financial year 2024-25 from ₹1,495.67 million for previous financial year, primarily on account of annual increments and increase in manpower relating to vaccine business and nutrition business in India.

Other Expenses: Other expenses have increased to ₹2,124.18 million for financial year 2024-25 as compared to ₹1,995.36 million for previous financial year, primarily due to increase in the legal & professional expenses, power & fuel and sales & marketing expenses during the year under review.

Finance costs: Finance costs comprising of interest and bank charges have marginally increased to ₹38.76 million from ₹35.81 million for previous financial year.

Depreciation and amortization expenses: Depreciation and amortization expenses were ₹348.14 million for financial year 2024-25 as against ₹367.11 million for previous financial year.

Exceptional items: Exceptional items represent recognition of the deferred revenue related to the sale of domestic pharmaceutical brand portfolio of PBPL in 2022. The deferred revenue recognised during financial year 2024-25 was ₹359.94 million as compared to ₹360.34 million for previous financial year.

Profit / (Loss) before Tax: The Group incurred loss before tax of ₹79.48 million for financial year 2024-25 as against profit of ₹14.77 million for previous financial year, because of the reasons as explained above.

Profit / (Loss) after Tax: The total loss after tax increased to ₹87.19 million for financial year 2024-25 as compared to loss after tax of ₹15.05 million for previous financial year, because of factors discussed above.

Earnings per Share: The total basic and diluted loss per share was ₹1.37 for financial year 2024-25 as against loss per share of ₹0.19 for previous financial year.

Summarized Consolidated Cash Flow Statement

(₹ in million)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Cash & Cash Equivalent at the beginning	471.74	398.52
Net Cash flows from Operating Activities	(273.69)	34.68
Net Cash flows from Investing Activities	649.84	66.59
Net Cash flows from Financing Activities	(26.64)	(28.08)
Effect of Exchange rate changes	0.00	0.03
Cash & Cash Equivalent at the end	821.25	471.74

Cash Flow from Operating Activities: Net cash used in operating activities was ₹273.69 million in financial year 2024-25 as compared to cash generation of ₹34.68 million in previous financial year. The net cash used in operating activities in financial year 2024-25 was mainly on account of operating losses incurred and higher investment in working capital during the year under review.

Cash Flow from Investing activities: Net cash generated from investing activities was ₹649.84 million for financial year 2024-25 as compared to ₹66.59 million for previous financial year. During financial year 2024-25, the net cash generation from investing activities was higher due to encashment of deposits for payment towards capital expenditure.

Cash Flow from Financing Activities: Net cash used in financing activities was ₹26.64 million in financial year 2024-25 as compared to ₹28.08 million in previous financial year. There is no significant change in the cash flow from financing activities.

Financial Ratios

The financial ratios for financial year 2024-25 and their comparison with previous year including the reasons for variance wherever applicable, are given in Note 53 to the Standalone Financial Statements forming part of the Annual Report and hence not repeated here for the sake of brevity.

Opportunities and Outlook

The Company operates in a highly regulated and competitive environment across multiple geographies. Panacea Biotec group is engaged in research, development, manufacturing and marketing of a wide range of novel vaccines, branded and generic pharmaceutical formulations, nutrition and hygiene products. The management continues to remain committed to grow the business building as on its strong foundation and executing its pipeline of products.

SWOT Analysis

Strengths

- Leading biotechnology company with around 40 years' experience in development, manufacturing and commercialization of vaccines and pharmaceutical formulations
- Significant focus on exports
- State-of-the-art cGMP compliant manufacturing facilities
- Proven research & development and clinical research capabilities with multi-disciplinary R&D Centers
- Robust product pipeline of promising niche products to fuel long-term growth
- Extensive sales and distribution network
- Strategic partnerships and collaborations
- Strong promoter group supported by experienced and qualified management team.

Weaknesses

- Long gestation period on R&D Projects: R&D projects involve longer development time and medium to high investment as is the norm in the vaccine and pharmaceutical industry. As a result of this, the present profitability is affected whereas the output may come in medium to long term future periods.

Directors deliberating in Board Meeting

Appreciation of experience & commitment of Senior Management Team

- High dependence on institutional business in Vaccine Segment: A significant part of the vaccine business revenues comes from tender driven institutional business. Panacea Biotec has decided to focus on expanding into private markets in India as well as in ROW countries through strategic tie-ups to have a diverse sales base and reduce its dependence on institutional business.
- Revenue concentration on few products: In vaccine segment, the revenue generation is mainly dependent on two products i.e. pentavalent and hexavalent vaccine. Any future disruption in any of these products may impact the future financial performance. The Company has expedited development of new products to expand the product portfolio and drive future growth.

Opportunities

- Expansion of vaccine manufacturing capacity: The Company is undertaking expansion of its drug substance manufacturing capacities to meet the future growing demand of its vaccines by UN agencies.
- New products in pipeline for commercial launch: There are several products under late stage of development in vaccines, pharmaceutical formulations and nutrition business. The DengiAll® (Dengue vaccine) and NuCoVac®11 (Pneumococcal vaccine) offer significant growth opportunities in the future.
- To improve capacity utilization: PBPL is exploring third party contract manufacturing opportunities to increase capacity utilization of its manufacturing facilities.
- Addressing unmet need: Panacea Biotec is continuously working on development and launch of products to address unmet needs.

Threats

- Dependence on few imported suppliers in drug substance. However, Panacea Biotec is focusing on reducing its dependence on foreign suppliers by developing in-house drug substances.
- Increasing Regulatory Compliances and Costs: International regulatory agencies like USFDA have started exercising greater controls and compliances. As a result, the cost of compliance has also started increasing. Panacea Biotec group has been following the guidelines prescribed by WHO, USFDA and other regulatory agencies

Dr. Rajesh Jain, CMD sitting with (L-R) Dr. Rajender Pal Singh, Mrs. Ambika Sharma, Mr. Mukul Gupta, Mr. Krishan Kumar Jalan and Dr. Venkatesh Sarvasiddhi, Independent Directors and other directors & team members and save and except, recent observations / warning letter from USFDA which has been suitably responded / acted upon by Panacea Biotec Pharma, Panacea Biotec group has successfully passed several regulatory audits over the years.

- Pricing pressure amid intense competition in the pharmaceutical industry across the globe. However, the Company remains focused on complex generic medicines and vaccines having lesser competition threat.
- Risk of all R&D initiatives not leading to commercially viable and successful products.

Future Growth Strategy

Vaccine Business

- Scaling up vaccine sales in private market in India including through launch of new vaccines.
- Increasing participation in institutional vaccine business with Govt. of India, UNICEF, PAHO, etc.
- Successful completion of the ongoing clinical trials of the tetravalent Dengue vaccine DengiAll® and Pneumococcal Polysaccharide Conjugate Vaccine NuCoVac®11 and launch thereof in India and Institutional markets.
- Expediting development of other key vaccines and launch thereof for sustaining future growth.
- Expanding manufacturing capacities to meet the future growing demand of vaccines.
- Supply of hexavalent vaccine EasySix® to UNICEF, PAHO and other international markets.
- Exploring opportunities outside India for local manufacturing of vaccines in line with the global expansion strategy of the Company.

Pharma and Nutrition Business

- Growth in exports of pharmaceutical formulations to ICH market, emerging markets in LATAM and Middle East.
- Launch of Paclitaxel protein bound particles for injectable suspension, Cyclosporine and other products, which are currently under approval, in USA and Europe.
- Filing more ANDAs / dossiers in Europe and other emerging markets.
- Scaling up nutrition business by launching new dosage forms and new customer segments.

Sapling of Plant by Mr. Mukul Gupta, Independent Director at Lalru

Corporate Social Responsibility

Panacea Biotec recognizes Corporate Social Responsibility as one of its core values by making continuous efforts on spreading awareness on critical health issues impacting the quality of life. Panacea Biotec has been over the years, pursuing Corporate Social Responsibility by putting continuous efforts in the areas of health, education and patient awareness / assistance programs towards the development of a happier and healthier society.

Safety, Health and Environment Protection

The Company operates with a deep commitment to environmental stewardship, sustainability, and the well-being of people. A dedicated Environment, Occupational Health, and Safety (EOHS) department oversees these critical areas, supported by independent consultants who conduct thorough evaluations of our EOHS activities.

We are strongly committed to business practices that foster socially, environmentally, and economically responsible growth. Our approach aligns closely with global Environmental, Social, and Governance (ESG) standards, ensuring that we integrate sustainability at every level of our operations.

Our EOHS policy ensures a safe and healthy working environment for employees, contractors, sub-contractors, visitors, and surrounding communities. We are making significant progress towards our long-term vision of Target Zero Harm: Zero Injuries, Zero Occupational Harm, and Zero Environmental Impact.

Blood Donation Camp at Lalru

Eye Check-up Camp for employees at Corporate Office

Lalru & Baddi plants awarded with a Three-Star Rating in the Vision Zero Safety Award (High Category) at IIT, New Delhi

Panacea Biotec has successfully attained certification in Integrated Management Systems at its manufacturing facilities in Lalru and Baddi. This certification includes ISO 14001:2015 for Environmental Management, demonstrating our commitment to minimizing environmental impacts, and ISO 45001:2018 for Occupational Health & Safety, ensuring a safe and healthy workplace for all stakeholders.

The key initiatives include:

- Implementation of an EHS management system that promotes proactive compliance with environmental, health, and safety standards, establishes uniform expectations across all operations, and drives continuous improvement in EHS performance.
- Deployment of EOHS regulatory surveillance tools in all countries where we operate significantly.
- Proactive EOHS compliance assessments, including self-evaluations and internal audits, with corrective and preventive actions promptly addressed and tracked.
- Setting targets to reduce environmental impact, including energy and water conservation, waste reduction, recycling, and reuse initiatives as part of our sustainability roadmap.
- Participation in the EcoVadis assessment, reinforcing our commitment to sustainability and ESG performance across the four key pillars: Environment, Labour & Human Rights, Ethics, and Sustainable Procurement.
- Launch of 'Suraksha' software, an in-house digital platform for real-time reporting and monitoring of workplace hazards and near-misses, enhancing transparency and proactive safety management.
- Recognition through the 3-Star Award from Vision Zero India, affirming our excellence in occupational safety, health, and employee well-being.

Furthermore, the Company actively integrates ESG considerations into its overall strategy and operations. Through initiatives aligned with the United Nations Sustainable Development Goals (SDGs), we strive to minimize environmental impact, enhance social well-being, and uphold strong governance practices.

As part of our auditing and improvement processes, we identify and address critical areas requiring immediate corrective action and strive to prevent adverse health impacts on employees through regular health awareness sessions, comprehensive medical facilities, and robust insurance benefits.

Through these comprehensive measures, we continue to strengthen a culture of safety, sustainability, and social responsibility, empowering our workforce and creating long-term value for all stakeholders.

Note: As a result of rounding off adjustments, the figures / percentages in a column in various sections in the Annual Report may not add up to the total for such columns.

Safety Training during Safety Week organised at Lalru

Directors' Report

Dear Members,

Your Directors take pleasure in presenting the 41st Annual Report on the business and operations of the Company together with the Audited Standalone and Consolidated Financial Statements and the Auditors' Reports thereon for the financial year ended March 31, 2025.

Financial Results

The highlights of standalone and consolidated Financial Results of the Company are summarized below:

(₹ in million)

Particulars	Standalone		Consolidated	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Revenue from operations	3,098.55	3,596.04	5,590.94	5,591.68
Other Income	166.18	249.07	206.60	257.96
Total Income	3,264.73	3,845.11	5,797.54	5,849.64
Profit / (Loss) before Interest, Tax, Depreciation & Amortization (EBITDA)	(69.31)	141.67	(259.12)	(200.61)
Profit / (Loss) before exceptional items and tax	(260.57)	42.06	(439.42)	(345.57)
Exceptional items	-	-	359.94	360.34
Profit / (Loss) before Tax (PBT)	(260.57)	42.06	(79.48)	14.77
Profit / (Loss) after Tax (PAT)	(152.27)	35.50	(87.19)	(15.05)
Total Comprehensive Income / (loss) for the year	(151.74)	34.91	(76.09)	(18.89)

Performance Highlights

During the financial year ended March 31, 2025, your Company has earned revenues from operations of ₹3,098.55 million as against ₹3,596.04 million during the previous financial year. The decline is mainly on account of lower sales of bOPV® and Easyfive-TT® vaccine to UN agencies.

The Company's consolidated revenues from operations have declined marginally to ₹5,590.94 million during the financial year under review as against ₹5,591.68 million during the previous financial year. The shortfall in revenues from lower sales of bOPV® and Easyfive-TT® vaccine was met by recognition of incentive income under the PLI scheme of Govt. of India, income from advance authorization and grant income from CEPI grant.

On a standalone basis, the Company has registered negative EBITDA of ₹69.31 million during the financial year under review as against positive EBITDA of ₹141.67 million during previous financial year. The decline is mainly due to lower sales and higher manpower cost.

The Company has incurred loss before tax of ₹260.57 million as against profit of ₹42.06 million during previous financial year.

The Company has incurred consolidated EBITDA loss of ₹259.12 million as against loss of ₹200.61 million during previous financial year. The increase in EBITDA loss is mainly on account of lower vaccine sales and higher manpower cost & other operating expenses. The consolidated loss before exceptional items and tax has also increased to ₹439.42 million during the financial year under review as compared to loss of ₹345.57 million during previous financial year, mainly due to the reasons as stated above. The consolidated loss before tax was ₹79.48 million during Fiscal 2025 against profit before tax of ₹14.77 million, after considering exceptional income of ₹359.94 million from recognition of deferred revenue from the sale of pharmaceutical formulation brands in 2022.

The Company's consolidated loss after tax and exceptional items for financial year under review has also increased to ₹87.19 million as against ₹15.05 million during previous financial year due to the above stated reasons.

A detailed discussion on the industry overview, external environment & economic outlook and the Company's operations for the financial year ended March 31, 2025 is given in the Management Discussion and Analysis Report forming part of the Annual Report.

Credit Rating

During the year under review, the Company has neither issued any debt instruments nor availed any bank facility and has consequently not carried out any credit rating.

Dividend

In view of the losses incurred during the financial year under review, the Board of Directors has recommended passing over of dividend on the Equity as well as Preference Shares of the Company.

In compliance with Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company has in place a Dividend Distribution Policy which endeavours for fairness, consistency and sustainability while distributing profits to the shareholders. The same may be accessed on the Company's website at the link: https://www.panaceabiotec.com/en/section/information-repository/policy.

Transfer to Reserves

Owing to losses, the Board of Directors has not proposed any transfer of profits to reserves during the financial year under review.

Share Capital

There has been no change in the capital structure of the Company during the financial year under review. The issued, subscribed and paid-up Share Capital of the Company as on March 31, 2025, remains unchanged at ₹222.62 million (comprising of ₹61.25 million equity share capital divided into 61,250,746 Equity Shares of ₹1 each and ₹161.37 million preference share capital divided into 16,137,000 Non-Convertible Cumulative Non-Participating Redeemable Preference Shares of ₹10 each). Similarly, the authorised share capital of the Company also remains unchanged at ₹1,223.37 million (comprising of 125,000,000 Equity Shares of ₹1 each and 109,837,000 Preference Shares of ₹10 each).

The Company has neither issued any shares or other convertible securities, nor any equity share with differential rights / sweat equity shares under Rule 4 & Rule 8 of the Companies (Share Capital and Debentures) Rules, 2014. The Company has also neither issued any debentures, bonds, non-convertible securities / warrants nor redeemed any debentures or preference shares, during the year under review.

Significant Events during the year under review / current year

The Company has, from time to time during the year under review and thereafter, informed its stakeholders about the key developments that took place, by disseminating necessary information to the stock exchanges and through various other means of communication.

Some of the key events held during the year under review and thereafter are mentioned below:

i. Development of Novel Tetravalent Dengue Vaccine "DengiAll®": The Company had collaborated with Indian Council of Medical Research ("ICMR") in year 2022 for undertaking Phase III clinical trial for DengiAll®, a single dose live-attenuated tetravalent vaccine against dengue fever in adults. The Company had successfully manufactured 3 exhibit batches of drug substances & drug product and the same was released by Central Drug Laboratory (CDL), Kasauli following which the Drug Controller General of India (DCGI) gave necessary permission to undertake the Phase III Clinical Trial in India. The Phase III clinical trial for DengiAll® in adults, was initiated in August 2024. The clinical trial is being conducted at 20 sites with ~10,335 participants to be enrolled across India out of which ~7,500 subjects have already been enrolled and vaccinated, and the vaccine trial is progressing well. The vaccine is expected to be launched in financial year 2026-27 after successful completion of the clinical trial and receipt of necessary regulatory approvals.

ii. Receipt of Letter of Award from UNICEF for supply of bivalent oral polio vaccine (bOPV®): During the year under review, the Company has received a letter of award from United Nations Children's Emergency Fund (UNICEF) for supply of 115 million doses of bOPV® worth ~₹127 crore, to be delivered in the calendar year 2025. During the current financial year, the Company has also received an additional Award from UNICEF for supply of 40 million doses of its bOPV® worth ~₹44 Crore in Q3 CY2025.

iii. Raising of funds by way of External Commercial Borrowings: During the year under review, the U.S. International Development Financial Corporation (DFC) announced its commitment for a long-term loan of upto US$20 million in order to support the Company in construction and setting-up of additional vaccine manufacturing facility in India ('Projects'). This initiative aims to scale up the production of the Company's hexavalent vaccine EasySix® addressing the growing demand from U.N. agencies and public health organizations and refinancing of its existing loans availed from affiliates for the said Project. The Company and DFC have signed a commitment letter for this financing on September 12, 2024. The process was delayed due to change in the U.S. Government which has now cleared the proposal. The legal due-diligence, finalization of financing documents is now in the process and nearing completion. The transaction is expected to be completed during the current financial year.

iv. Inclusion of EmulsiPan adjuvant in the CEPI Adjuvant Library: The Company got listed one of its adjuvant products, EmulsiPan in the Coalition for Epidemic Preparedness Innovations (CEPI) Library of adjuvants to support the scientific community in advancing vaccine and biotherapeutic development. EmulsiPan is an oil-in-water emulsion adjuvant and is produced by nano-emulsification of squalene along with surfactants and buffers. It is a ready-to-use sterile emulsion, supplied in a 10 mL USP Type I glass vial for research purposes. It is designed for storage at 2-8°C and maintains stability for over 2 years under recommended conditions. EmulsiPan does not require any licensing fees - ensuring affordability and providing open access for vaccine developers. Research institutes and companies that are looking for adjuvants can now contact the Company for commercial or research programs.

v. Strategic expansion into Baby Care Products: In addition to the launch of paediatric nutrition products in June 2023, the Company's wholly-owned subsidiary company, Panacea Biotec Pharma Limited (PBPL) has launched baby diapers and wipes under the brand name "NikoMom" on January 02, 2025. This new product range falls under the Baby Care category and is aimed at serving the domestic market. With a strong foundation in science and research, PBPL aims to offer well-researched, high-quality products that support infant health beyond vaccination.

Also, PBPL's scientifically formulated oral nutritional supplement - ChilRun full® has demonstrated considerable success in enhancing childhood growth, especially among ones at risk of malnutrition, according to the results of a comprehensive 90-day nationwide post-marketing observational study, conducted by PBPL.

vi. Settlement of Dispute with Sanofi Healthcare: In the year 2021, the Company had instituted a suit before the Hon'ble Delhi High Court seeking to restrain Sanofi Healthcare India Private Limited ("Sanofi") from marketing a fully liquid hexavalent vaccine that would infringe the Company's patent for its wP-IPV based fully liquid hexavalent vaccine, EasySix®. The said suit has been disposed off by the Hon'ble Delhi High Court on September 13, 2024, in favour of the Company.

Under the terms of settlement agreement, Sanofi has inter-alia, agreed that at present Sanofi would not directly or indirectly commercially launch its fully liquid hexavalent vaccine Shan6 in India and shall also withdraw the Opposition under Section 25(2) and Opposition under Section 57(3) against amendment application filed against Panacea Biotec's Patent IN 272351 on hexavalent vaccine before the Indian Patent Office. Panacea Biotec has also agreed to forego its claim for damages and rendition of accounts in the proceedings against Sanofi.

vii. Settlement of Dispute with Apotex: The Parties have executed a Settlement Agreement on July 09, 2025, recording full and final settlement of the disputes forming part of the arbitration among Apotex Inc., the Company and its wholly-owned subsidiary, Panacea Biotec Pharma Limited.

Pursuant to the settlement, it has, inter-alia, been agreed among the Parties that:

- Apotex will pay US$ 2.5 million within 30 days from the date of Settlement Agreement. This settlement fee has already been received by PBPL as per the agreed terms;
- Apotex will also pay US$ 2.5 million upon receipt of final USFDA approval of the ANDA that is the subject of the Collaboration Agreement for Paclitaxel Protein-Bound Particles for Injectable Suspension (Albumin-Bound) ("Paclitaxel");
- the profit share for the supply by PBPL of Paclitaxel for Canada will be modified in a way that Apotex shall receive 65% of the Net Profits and PBPL shall receive balance 35% until such time that Apotex recoups US$ 1.5 million from that supply, after which the profit share shall revert to 50:50;
- the profit share for the supply by PBPL of Paclitaxel for USA will be modified in a way that Apotex shall receive 60% of the Net Profits and PBPL shall receive balance 40% until such time that Apotex recoups US$ 0.5 million from that supply, after which the profit share shall revert to 50:50.

Apart from the updates mentioned above and disclosed elsewhere in the Annual Report, there were no significant events during and after the end of the financial year ended March 31, 2025.

Employee Stock Options

The Company has an approved Employee Stock Option Plan 2020 ("ESOP 2020") for the employees of the Company and its subsidiaries. However, no options have been granted under ESOP 2020 till date.

Significant and material orders impacting the going concern status and Company's operations in future

During the year under review, no significant and material order was passed by any regulator or court or tribunal which may impact the going concern status and your Company's operations in future.

During the financial year 2011-12, a search operation was conducted by Income Tax Department in the premises of the Company and hence the Company re-filed the income tax returns for the Assessment Years ("AY") 2006-07 to 2012-13. During the financial year 2014-15, the Income Tax Department completed the assessment of the said years, disallowed certain expenses, and issued demand of ₹3,294.90 million (including interest) on various grounds. The Company preferred appeals before CIT (Appeals) against the orders of the Income Tax Department and after several hearings in the matter and based on the facts of the matter, the appeals were decided in favour of the Company and the entire demand of ₹3,294.90 million was cancelled. However, CIT (Appeals) made certain disallowances of ₹60.20 million with respect to AY 2010-11 & AY 2011-12 against which the Company has filed appeals before the Income Tax Appellate Tribunal ("ITAT"). The Income Tax Department has also filed appeals before ITAT against the orders of CIT (Appeals). The appeals before ITAT are pending at present. Based on the expert opinion, the Company believes that it has merit in these cases.

Report on Corporate Governance

Your Company has always placed thrust on managing its affairs with diligence, transparency, responsibility and accountability. The Board supports the broad principles of Corporate Governance and lays emphasis on its role in aligning and direct the actions of the Company in achieving its objectives. Your directors reaffirm their commitment to adhere to the highest corporate governance and ethical practices. The Company has complied with the requirements of the SEBI LODR Regulations regarding corporate governance. In compliance with Regulation 34(3) of the SEBI LODR Regulations, a report on corporate governance for the financial year under review is presented in a separate section and forms an integral part of the Annual Report. The requisite certificate from M/s R&D Company Secretaries, Secretarial Auditors, confirming compliance with the conditions of Corporate Governance is attached thereto and forms part of the Annual Report.

Management Discussion and Analysis Report

Pursuant to Regulation 34(3) of the SEBI LODR Regulations, Management Discussion and Analysis Report for the year under review, is presented in a separate section and forms an integral part of the Annual Report.

Business Responsibility and Sustainability Report

Business Responsibility and Sustainability Report for the year under review, as required pursuant to Regulation 34(2)(f) of the SEBI LODR Regulations, is presented in a separate section and forms an integral part of the Annual Report. The Report provides a detailed overview of initiatives taken by the Company from environmental, social and governance perspectives.

Subsidiaries, Associates and Joint Ventures

A. Subsidiaries

As on March 31, 2025, your Company had 3 Wholly-owned Subsidiary ("WOS") companies, viz. Panacea Biotec Pharma Limited ("PBPL"), Meyten Realtech Private Limited ("Meyten") and Panacea Biotec (International) S.A. ("PBS"), Switzerland and 2 indirect WOS companies, viz. Panacea Biotec Germany GmbH ("PBGG"), the WOS of PBS & Panacea Biotec Inc. ("PB Inc."), USA, the WOS of PBPL.

As on March 31, 2025, as well as on the date of this Report, Panacea Biotec Pharma Limited is the only material subsidiary of the Company pursuant to the SEBI LODR Regulations.

PBPL is engaged in the research, development, manufacturing and marketing of pharmaceutical formulations and nutrition & baby care products in India and international markets. As on March 31, 2025, the Company holds 1,000,000 equity shares of ₹1 each in PBPL.

Meyten is engaged in the real estate business. As on March 31, 2025, the Company holds 48,76,319 equity shares of ₹1 each in Meyten.

PBS was earlier engaged in the business of trading pharmaceutical products and is currently not pursuing any business. Since no further activity is envisaged to be undertaken by PBS, it has been decided to liquidate PBS. The Company holds 6,000 equity shares of CHF 100 each with an investment of ₹34.36 million in PBS as on March 31, 2025.

PBGG is engaged in marketing of pharmaceutical products including the Company's products in Germany. PBGG is proposed to be converted into indirect WOS of the Company through PBPL by way of acquisition of 100% shares of PBGG by PBPL from PBS.

PB Inc. has been set up to carry on the business of buying, selling, marketing, importing, exporting, distributing, and dealing in services and products related to health and wellness, such as nutrition, dietary supplements, OTC drugs, medical devices, prescription drugs, and vaccines. It is a wholly-owned subsidiary of PBPL. As on March 31, 2025, PBPL holds 100 million common stock of US$ 0.01 each in PB Inc. with an investment of US$ 1.00 million.

B. Joint Ventures and Associates

As on March 31, 2025, your Company had 1 joint venture, viz. Adveta Power Private Limited ("Adveta") and 1 associate company, viz. PanEra Biotec Private Limited ("PanEra"). Adveta and PanEra have been considered as subsidiaries for the purpose of consolidation of accounts pursuant to the provisions of Indian Accounting Standards ("Ind AS"). During the year under review, one of the erstwhile joint venture, Chiron Panacea Vaccines Private Limited (under liquidation) has been dissolved on June 20, 2024.

Adveta: The Company's 50:50 joint venture with PanEra, was earlier granted in-principle approval by the Government of Arunachal Pradesh for allotment of two Power Projects of 80 MW and 75 MW in financial year 2012-13 which were subsequently cancelled. As part of business restructuring, Adveta is proposed to be merged into PBPL.

PanEra: PanEra was granted in-principle approval by the Government of Himachal Pradesh for allotment of a hydropower project of 4 MW, in earlier years. However, no major investment has been made in this regard. As part of business restructuring, PanEra is proposed to be merged into PBPL so that PBPL can move towards net zero carbon emission and use energies which are sustainable and good for the environment and at the same time economical to PBPL. Also, post this merger, PBPL will largely become self-reliant in its own energy requirements.

Pursuant to Regulation 46(2)(h) of the SEBI LODR Regulations, the Company has formulated a Policy for determining material subsidiaries which may be accessed on the Company's website at the link: https://www.panaceabiotec.com/en/section/information-repository/policy.

Financial Details of Subsidiaries, Associates and Joint Ventures

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 ("the Act"), a separate statement containing the salient features of financial statements, performance and financial position of each of the Company's Subsidiaries, Associates and Joint Venture, in the prescribed Form AOC-1, forms part of the Annual Report and hence not repeated here for the sake of brevity. The contribution of the Subsidiaries, Associates and Joint Venture to the overall performance of your Company is outlined in Note No. 49 of the Consolidated Financial Statements for the financial year ended March 31, 2025.

In accordance with the provisions of Section 136 of the Act read with SEBI LODR Regulations, the standalone and consolidated financial statements of the Company along with related information and separate audited financial statements of the Subsidiaries are available on the website of the Company at https://www.panaceabiotec.com/en/section/information-repository/annual-report and https://www.panaceabiotec.com/en/section/information-repository/subsidiaries-financial-information, respectively. The financial statements of the subsidiaries will also be made available upon request of any member of the Company who is interested in obtaining the same.

Consolidated Financial Statements

The Consolidated Financial Statements of the Company and its Subsidiaries, Associates and Joint Venture, prepared in terms of Section 129 of the Act, Regulation 33 of the SEBI LODR Regulations and in accordance with Ind AS 110 read with Ind AS 28 and 31 as specified in the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS Rules") and provisions of Schedule III to the Act, together with Auditors' Report thereon, forms part of the Annual Report.

Indian Accounting Standards, 2015

The annexed financial statements comply in all material aspects with Indian Accounting Standards notified under Section 133 of the Act, the Ind AS Rules and other relevant provisions of the Act.

Listing of Equity Shares

The Equity Shares of the Company continue to be listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). The requisite annual listing fees for the financial year 2025-26 have been paid to these Exchanges well within the due dates.

Public Deposits

During the year under review, your Company has neither invited nor accepted any deposits from the public / members pursuant to the provisions of Sections 73 and 76 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 and therefore, no amount of principal or interest was outstanding in respect of deposits from the Public as on the date of the balance sheet.

During the year under review, the Company has also not availed any loan from any of its directors. The details of outstanding loans received from the director of the Company have been disclosed in Note No. 41 to the Standalone Financial Statements forming part of the Annual Report. Further, in compliance with the provisions of the Companies (Acceptance of Deposits) Rules, 2014, the director of the Company, from whom money was received during earlier years, had furnished to the Company, a declaration in writing to the effect that the amount was not being given by him out of funds acquired by him by borrowing or accepting loans or deposits from others.

Directors and Key Managerial Personnel

i. Appointment / Re-appointment of non-executive Independent Directors: CA Rajesh Jain (DIN: 10619014) has been appointed as non-executive independent director of the Company for a period of 5 years w.e.f. November 13, 2024.

   Further, Mr. Krishan Kumar Jalan (DIN: 01767702), Dr. Rajender Pal Singh (DIN: 10198810) and Dr. Venkatesh Sarvasiddhi (DIN: 09326552) have been appointed as non-executive independent directors of the Company for a period of 5 years w.e.f. February 14, 2025.

All the above said appointments were made upon recommendation of the Nomination and Remuneration Committee ("NRC") and in accordance with the Act and SEBI LODR Regulations. Also, the said appointments were approved by the shareholders of the Company by way of passing special resolutions through the Postal Ballot on December 26, 2024 and March 29, 2025 respectively.

In the opinion of the Board, CA Rajesh Jain, Mr. Krishan Kumar Jalan, Dr. Rajender Pal Singh and Dr. Venkatesh Sarvasiddhi are persons of integrity and possess requisite expertise and experience for their appointment as independent directors of the Company.

ii. Appointment / Re-appointment of Executive Directors: Based on the recommendation of the NRC, the Board of Directors of the Company has:

- re-appointed Dr. Rajesh Jain (DIN: 00013053) as Chairman and Managing Director of the Company for a period of 3 years w.e.f. January 01, 2025;
- re-appointed Mr. Sandeep Jain (DIN: 00012973) as Joint Managing Director of the Company, for a period of 3 years w.e.f. April 01, 2025;
- re-appointed Mr. Ankesh Jain (DIN: 03556647) as Whole-time Director of the Company, for a period of 5 years w.e.f. April 01, 2025; and
- appointed Dr. Sanjay Trehan (DIN: 10936402) and Mr. Harshet Jain (DIN: 08732974) as Whole - time directors of the Company, for a period of 3 years w.e.f. February 14, 2025.

The said appointments / re-appointments were also approved by the shareholders by way of passing requisite resolutions through the Postal Ballot on December 26, 2024 and March 29, 2025, respectively.

iii. Cessation / completion of tenure of non-executive Directors: Mr. Bhupinder Singh (DIN: 00062754), an Independent Director, departed for his heavenly abode on October 16, 2024 and accordingly ceased to be the director of the Company with immediate effect.

Further, Mrs. Manjula Upadhyay (DIN: 07137968), Independent Director and Mr. Narotam Kumar Juneja (DIN: 01204817), Non-Executive Non-Independent Director, have ceased to be directors of the Company on March 29, 2025 and March 31, 2025, respectively, upon completion of their respective tenures.

Your directors express their deep appreciation and gratitude to the aforesaid directors for their extensive contribution and guidance received towards the business growth of the Company. Further, your directors pray the Almighty that the departed soul of Late Shri Bhupinder Singh rest in peace.

iv. Directors Retiring by Rotation: In accordance with the provisions of Section 152 of the Act and Article 119 of the Articles of Association of the Company, Dr. Rajesh Jain (DIN: 00013053), Chairman and Managing Director and Mr. Sandeep Jain (DIN: 00012973), Joint Managing Director of the Company are liable to retire by rotation. Being eligible they have offered themselves for re-appointment as directors at the ensuing Annual General Meeting ("AGM") of the Company.

v. Profile of Directors seeking re-appointment: The brief resume of the Directors seeking re-appointment along with other details as stipulated under Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standards issued by The Institute of Company Secretaries of India, are provided in the Notice convening the ensuing AGM of the Company and the Corporate Governance Report forming part of the Annual Report.

vi. Declaration of independence / compliance with Code of Conduct: In terms of Section 149 of the Act and the SEBI LODR Regulations, Mrs. Ambika Sharma, Mr. Krishan Kumar Jalan, Mr. Mukul Gupta, Dr. Rajender Pal Singh, CA Rajesh Jain and Dr. Venkatesh Sarvasiddhi are the Independent Directors of the Company as on the date of this Report.

All the Independent Directors of the Company have given declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations. In terms of Regulation 25(8) of the SEBI LODR Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The Independent Directors have also affirmed compliance with the Code of Conduct laid down by the Board of Directors for all the Board Members, Senior Management Personnel and other employees of the Company, during the year under review.

vii. Registration in Independent Directors' Data Bank: The Company has received confirmation from all its Independent Directors that they are registered in the Independent Directors' Data Bank of the Indian Institute of Corporate Affairs at Manesar in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

All the above appointments / re-appointments by the Board of Directors are based on the performance evaluation and recommendation of the Nomination and Remuneration Committee of the Board of Directors. Your directors recommend re-appointment of directors retiring by rotation as stated above, in the ensuing AGM.

Apart from the above, there is no other change in the Directors and Key Managerial Personnel ("KMP") during the year under review and thereafter.

Board Evaluation

An annual performance evaluation of the Board of Directors, its Committees and individual directors was carried out by the Board in terms of the provisions of Section 134(3)(p) of the Act read with Rule 8(4) of the Companies (Accounts) Rules, 2014 ("Account Rules"). In compliance with Regulation 17(10) of the SEBI LODR Regulations, the Board carried out performance evaluation of independent directors without the participation of director being evaluated.

The Board evaluated its performance after seeking inputs from all the Directors on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. The performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of Committees, effectiveness of Committee meetings, etc. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the SEBI.

The Board and the NRC reviewed the performance of individual Directors on the basis of criteria such as the contribution of the individual Director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors, the Board as a whole and the Chairman was evaluated taking into account the views of Executive and Non-Executive Directors. The exercise was carried out through a structured evaluation process covering various aspects such as Board composition & quality, strategic & risk management, board functioning, etc. which are briefly stated in the Corporate Governance Report, forming part of the Annual Report. The Board also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The above evaluations were then discussed in the Board Meeting and performance evaluation of Independent directors was done by the entire Board, excluding the Independent Director being evaluated. Performance evaluation of independent directors was conducted based on criteria such as ethics and values, knowledge and proficiency, behavioural traits, etc. The Board of Directors has expressed its satisfaction with the evaluation process.

Board Meetings

Pursuant to the provisions of Section 173(1) of the Act and Regulation 17(2) of the SEBI LODR Regulations, during the year under review, 4 (four) Board Meetings were held on May 30, 2024, August 14, 2024, November 13, 2024, and February 14, 2025. The intervening gap between two Board Meetings was within the maximum period prescribed under the Act. The detailed information is furnished in the Corporate Governance Report, forming part of the Annual Report.

Audit Committee

The Audit Committee of the Board of Directors comprises entirely of Independent Directors. During the year under review, the Audit Committee was reconstituted by the Board of Directors w.e.f. November 14, 2024. The details of the composition and number of meetings of the Audit Committee held during the financial year under review including attendance thereat, are furnished in the Corporate Governance Report, forming part of the Annual Report. During the year under review, all the recommendations made by the Audit Committee were accepted by the Board.

Policy on Directors' appointment & remuneration

The management of the Company is immensely benefitted from the guidance, support and mature advice from the members of the Board who are also members of various committees. The Board consists of directors possessing diverse skills and rich experience to enhance the quality of its performance. Pursuant to the provisions of Section 178(3) of the Act, Regulation 19(4) of the SEBI LODR Regulations and based on the recommendations of the Nomination and Remuneration Committee ("NRC") of the Board, the Board has adopted a policy for selecting, appointment and remuneration of the Directors, Key Managerial Personnel, Senior Management Personnel and other employees of the Company. This policy may be accessed on the Company's website at the link: https://www.panaceabiotec.com/en/section/information-repository/policy.

The policy includes criteria for determining qualifications, positive attributes and independence of directors. In terms of the policy, the NRC evaluates balance of skills, knowledge and experience of directors, Key Managerial Personnel or Senior Management Personnel whom it recommends to the Board for appointment. The components of remuneration policy are briefly stated in the Corporate Governance Report, forming part of the Annual Report.

Selection and procedure for nomination and appointment of Directors

The NRC is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. The Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, financial condition and compliance requirements.

The NRC conducts a gap analysis to refresh the Board on a periodic basis, including each time a director's appointment or re-appointment is required. The NRC reviews and vets the profiles of potential candidates vis-à-vis the required competencies, undertakes due diligence and meeting potential candidates, prior to making recommendations of their nomination to the Board.

Energy Conservation, Technology Absorption & Foreign Exchange

Pursuant to Section 134(3)(m) of the Act read with Rule 8 of the Accounts Rules, particulars regarding conservation of energy, technology absorption and foreign exchange earnings & outgo, are given in **Annexure A** hereto and forms part of this Report.

Annual Return

As required pursuant to Section 92(3) and 134(3)(a) of the Act, the draft Annual Return of the Company as on March 31, 2025, is available on the Company's website at: https://www.panaceabiotec.com/en/section/information-repository/annual-return.

Related Party Transactions

During the year under review, all the related party transactions entered into were on an arm's length basis and predominantly in the ordinary course of business. As per the latest audited financial statements, the Company has not entered into any material related party transactions as referred to in Section 188 of the Act. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Act read with Rule 8(2) of the Accounts Rules in the prescribed Form AOC-2 is not applicable. Suitable disclosures as required under Ind AS 24 have been made in the notes to the Financial Statements forming part of the Annual Report. Apart from remuneration / sitting fees and consultancy charges in professional capacity, there is no pecuniary transaction with any director, which had potential conflict of interest with the Company.

All the related party transactions are placed before the Audit Committee for its review and further recommendation to the Board for its approval. Wherever applicable, approval is obtained for related party transactions which are of repetitive nature and / or entered in the ordinary course of business and are at arm's length basis.

As per the provisions of the Act and Regulation 46(2)(g) of the SEBI LODR Regulations, your Company has formulated a policy on Related Party Transactions which is available on Company's website at the link: https://www.panaceabiotec.com/en/section/information-repository/policy.

The policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and the Related Parties. This policy specifically deals with the review and approval of material related party transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions.

Particulars of Employees and Related disclosures

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Managerial Personnel Rules") are provided in **Annexure B** hereto and the same forms part of this Report.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Managerial Personnel Rules, a statement containing particulars of top 10 employees and the employees drawing remuneration in excess of the limits set out in the said Rules, are provided in **Annexure C** hereto and the same forms part of this Report.

Auditors and Audit Reports

i) **Statutory Auditors and Audit Report:** Pursuant to the provisions of Section 139 of the Act read with rules framed thereunder and based on the recommendation of the Audit Committee, the Board of Directors had in its meeting held on August 14, 2024, appointed and recommended the appointment of M/s Suresh Surana & Associates LLP, Chartered Accountants (Firm's Regn. No. 121750W/W-100010) as the Statutory Auditors of the Company for a period of 5 consecutive years to hold office from the conclusion of 40th AGM upto the conclusion of 45th AGM of the Company to be held in 2029 on such remuneration, out of-pocket expenses, etc. incurred in connection with the audit as may be decided by the Board in consultation with the auditors from time to time. The said appointment was subsequently approved by the shareholders in their AGM held on September 27, 2024.

Pursuant to Section 141 of the Act, the Statutory Auditors have confirmed they are not disqualified from continuing as Auditors of the Company and their appointment meets the eligibility criteria prescribed in Section 141(3)(g) and 147 of the Act. They also confirmed that they are independent, maintained an arm's length relationship with the Company and that no orders or proceedings were pending against them before the Institute of Chartered Accountants of India or any competent court / authority relating to matters of professional conduct.

The Auditors' Report on the standalone as well as consolidated financial statements for the financial year ended March 31, 2025, does not contain any qualification, reservation or adverse remark. The said Report was issued by the Statutory Auditors with an unmodified opinion. The Key Audit Matters as contained in the Auditors' Report on the Standalone Financial Statements are also mentioned as Key Audit Matters in the Auditors' Report on the Consolidated Financial Statements in a similar manner.

The management response to the observations / comments / key audit matters contained in the Auditors' Report and Annexure thereto has been suitably given in the respective Notes to the Standalone as well as Consolidated Financial Statements referred to therein. With respect to the Auditors' observation on delay in payment of interest to promoter-director, there was an inadvertent delay and the same was paid on April 24, 2025.

The notes to accounts and other observations, if any, in the Auditors' Reports are self-explanatory and therefore, do not call for any further comments.

ii) **Cost Accounts and Auditors:** The Company is required to maintain cost records as specified by the Central Government under Section 148(1) of the Act and accordingly, such accounts and records have been duly made and maintained by the Company in compliance with the provisions of the Act.

Pursuant to the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Board had appointed M/s Jain Sharma & Associates, Cost Accountants (Firm's Registration Number: 000270) as the Cost Auditors to conduct the audit of the Company's Cost Records for the financial year ended March 31, 2025 and their remuneration has been ratified by the shareholders in the 40th AGM of the Company held on September 27, 2024.

The cost audit for the financial year 2024-25 has been completed and the Cost Auditors' Report will be submitted with the Central Government within the prescribed time. The Cost Audit Report for the financial year 2023-24 was filed on September 10, 2024.

Based on the recommendations of the Audit Committee, the Board of Directors has in its meeting held on May 30, 2025, re-appointed M/s Jain Sharma & Associates, Cost Accountants, as cost auditors of the Company to conduct the audit of the Company's Cost Records for the financial year 2025-26. M/s Jain Sharma & Associates have confirmed their independence and arm's length relationship with the Company and that they are free from the disqualifications specified in Section 139, 141 of the Act and their appointment meets the eligibility criteria as prescribed in Section 141(3)(g) and 148 of the Act. They have also confirmed that no orders or proceedings were pending against them relating to matters of professional conduct before the Institute of Cost Accountants of India or any competent court / authority.

In compliance with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, an item for ratification of remuneration of cost auditor for conducting the audit for the financial year 2025-26 has been included in the Notice of the ensuing AGM for shareholders' approval.

With respect to the observation / emphasis of matter given in the Cost Audit Report regarding maintenance of unit of measurement other than those specified in HSN Code as per the Customs Tariff Act, 1975, the Company is manufacturing various types of vaccines, involving numerous types of raw materials. For recording of production and sale in the ERP system, unit of measurement like number of vials, pre-filled syringe and injections are being used. The volume of vaccine is measured in milliliter whereas the bulk antigens are measured in liter or million limit of flocculation (MLF) or million opacity unit (MIOU) etc. However, the unit of measurement as per Customs Tariff Act 1975 is in kilogram (Kg). Hence, it is not feasible to maintain or calculate the UOM as per Customs Tariff Act 1975 for the vaccines.

iii) **Secretarial Auditors and Secretarial Audit Report:** Pursuant to the provisions of Section 204 of the Act read with Rule 9 of the Managerial Personnel Rules and Regulation 24A of the SEBI LODR Regulations, the Board of Directors had, in its meeting held on May 30, 2024, appointed M/s R&D Company Secretaries, a peer reviewed firm of Practicing Company Secretaries as Secretarial Auditors to conduct the secretarial audit of the Company for the financial year ended March 31, 2025. The Secretarial Audit Report issued by them is annexed as **Annexure D** to this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remarks. However, it contains two observations relating to (i) delayed payment to Micro and Small Enterprises beyond the period prescribed under Section 15 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act); and (ii) delayed filing of e-verification report with respect to e-form IEPF-5 filed by the shareholder on March 17, 2024, which was submitted by the Company on April 25, 2024, i.e. beyond the statutory limit of thirty days. In this regard, (i) the Company has made the requisite provision for the interest amount on such delayed payment to aforesaid vendors in accordance with Section 16 of the MSMED Act and disclosed such delays in MSME Form I; and (ii) the delay in filing of e-verification report was on account of late receipt of physical documents from the shareholder which were received on April 23, 2024.

In compliance with the requirements of the SEBI LODR Regulations, the material unlisted subsidiary of the Company, viz. Panacea Biotec Pharma Limited had also appointed M/s R&D Company Secretaries, a peer reviewed firm of Practicing Company Secretaries as Secretarial Auditors to conduct the secretarial audit for the financial year ended March 31, 2025. The Secretarial Audit Report issued by them to PBPL is annexed as **Annexure E** to this Report. The said Secretarial Audit Report does not contain any qualification, reservation or adverse remarks. However, it contains one observation relating to delayed payment to Micro and Small Enterprises beyond the period prescribed under Section 15 of the MSMED Act. PBPL has made the requisite provision for the interest amount on such delayed payment to aforesaid vendors in accordance with Section 16 of the MSMED Act and disclosed such delays in MSME Form I.

In addition to the above and in compliance with Regulation 24A(2) of the SEBI LODR Regulations, Annual Secretarial Compliance Report issued by M/s R&D Company Secretaries, Secretarial Auditors, for the financial year ended March 31, 2025, has been submitted with the stock exchanges within prescribed time.

In terms of the amended provisions of Regulation 24A of SEBI LODR Regulations and based on the recommendation of the Audit Committee, the Board of Directors, has, in its meeting held on May 30, 2025 approved and recommended to the shareholders of the Company, the appointment of M/s R&D Company Secretaries, a peer reviewed firm of Practicing Company Secretaries as Secretarial Auditors of the Company for a term of five consecutive years commencing from Financial Year 2025-26 to Financial Year 2029-30.

The said appointment was made subject to approval by the shareholders and after taking into account the eligibility of the firm's qualification, experience, independent assessment competency and the Company's previous experience based on the evaluation of the quality of audit work done by them in the past. The Secretarial Auditors have also confirmed their eligibility for the said appointment.

Your directors recommend the aforesaid appointment of M/s R&D Company Secretaries as Secretarial Auditors, in the ensuing AGM of the shareholders.

Material changes and commitments affecting the financial position

As required under Section 134(3) of the Act, the Board of Directors inform the members that during the financial year under review, there have been no material changes, except as disclosed elsewhere in the Annual Report:

- in the nature of Company's business;
- in the Company's subsidiaries, associates and joint ventures or in the nature of business carried out by them; and
- in the classes of business in which the Company has an interest.

Further, except as disclosed elsewhere in the Annual Report, there have been no material changes and commitments which could affect the financial position of the Company between the end of the financial year and the date of this Report.

Compliance with Secretarial Standards

The Directors state that applicable Secretarial Standards i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, issued by the Institute of Company Secretaries of India, have been duly followed by the Company.

Transfer to Investor Education and Protection Fund

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of 7 years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Ministry of Corporate Affairs, Government of India. During the year under review, there was no amount of dividend remaining unpaid or unclaimed for a period of 7 years from the due date. Accordingly, no amount was required to be transferred by the Company to the IEPF.

Pursuant to the provisions of IEPF Rules, all the shares in respect of which any dividend which has not been paid or claimed for 7 consecutive years is required to be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of 30 days of such shares becoming due to be transferred to the IEPF Account. During the year under review, there were no shares on which the dividend(s) remained unpaid or unclaimed for 7 consecutive years.

Accordingly, no shares were required to be transferred by the Company to the IEPF Account.

The number of shares (in respect of which dividend was not claimed by the concerned shareholders for 7 consecutive years or more) transferred and held by IEPF Authority is given in the Corporate Governance Report forming part of the Annual Report. The details of the persons whose shares have been transferred to the IEPF Authority are available on the Company's website at the link i.e. https://www.panaceabiotec.com/en/section/information-repository/other-important-information.

Directors' Responsibility Statement

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, cost, secretarial auditors and external agencies, including audit of internal controls over financial reporting by the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2024-25.

Accordingly, pursuant to Section 134(3)(c) read with Section 134(5) of the Act, the Board of Directors, to the best of their knowledge, belief and according to the information and explanations provided to them, confirm that:

a) in the preparation of the annual financial statements for the financial year ended March 31, 2025, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;

b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025, and of the profit / loss of the Company for the year ended March 31, 2025;

c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the annual financial statements have been prepared on a going concern basis;

e) they have laid down proper internal financial controls to be followed by the Company and that the same are adequate and were operating effectively; and

f) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Details in respect of frauds reported by auditors

During the year under review, no fraud has been reported by the auditors to the Audit Committee or the Board under Section 143(12) of the Act and therefore disclosure of details under Section 134(3)(ca) is not applicable.

Particulars of loans, guarantees or investments

Pursuant to the provisions of Section 134(3)(g) of the Act, the particulars of loans / guarantees and investments covered under the provisions of Section 186 of the Act along with the purpose for which such loans, guarantees or security were proposed to be utilised by the recipient, have been disclosed in the Note No. 3, 4 and 12 of the Standalone Financial Statements forming part of the Annual Report and hence not repeated here for the sake of brevity.

Risk Management

The Board of Directors has a Risk Management Committee to oversee various organizational risks and to frame, implement and monitor the risk management plan for the Company. Risk Management Committee is compliant with Regulation 21 of the SEBI LODR Regulations as regards composition, frequency and quorum of the meetings. The Board has defined the roles, responsibilities and functions of the Committee. The details of the composition, the number of meetings held and attendance thereat during the financial year under review and terms of reference are furnished in the Corporate Governance Report, forming part of the Annual Report.

The Company has formulated a Risk Management Policy and monitors the risk management plan on a periodic basis. The Audit Committee has additional oversight in the area of financial risks and controls. The Company has defined a structured approach to manage uncertainty and to make use of these in decision making in business decisions and corporate functions.

Insurance

The Company has regularly invested in insuring itself against unforeseen risks. The Company's stocks and insurable assets like building, plant & machinery, computer equipment, office equipment, furniture & fixtures, leasehold improvements and upcoming projects have been adequately insured against major risks. The Company has also taken appropriate product liability insurance policies for conducting clinical trials and for insuring its products (manufactured and sold) with an extension of unnamed vendor liability and add on cover of public liability inclusive of pollution liability to cover the risk on account of claims, if any, filed against the Company. Pursuant to the provisions of Regulation 25(10) of the SEBI LODR Regulations, the Company has Directors' and Officers' Liability insurance to cover the personal liability of directors and officers which may arise while performing duties in their respective capacities on behalf of the Company.

Internal Control System

Your Company has established an adequate system of internal controls, policies and procedures to ensure orderly and efficient conduct of business and also that assets are safeguarded and transactions are appropriately authorized, recorded and reported.

The detailed explanation is provided in the Management Discussion and Analysis Report, forming part of the Annual Report.

Internal Financial Controls

The Company has designed and implemented a process driven framework for Internal Financial Controls ("IFC") within the meaning of the explanation to Section 134(5)(e) of the Act. For the financial year ended on March 31, 2025, the Board is of the opinion that the Company has sound IFC commensurate with the size, scale and complexity of its business operations.

The IFC operates effectively, and no material weakness exists. The effectiveness of IFC is ensured through management reviews, controlled self-assessment and independent testing by the internal audit team.

Vigil Mechanism / Whistle Blower Policy

Your Company adheres to uncompromising integrity in conduct of its business and strictly abides by a well-accepted norm of ethical, lawful and moral conduct. It has zero tolerance for any form of unethical conduct or behaviour. With the above said view and pursuant to the provisions of Section 177(9) of the Act read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 22 of the SEBI LODR Regulations and Regulation 9A of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, your Company has adopted a Vigil Mechanism / Whistle Blower Policy to provide its directors and employees an avenue to raise any sensitive and genuine concerns regarding any unethical behaviour or wrongful conduct and to enable them to report instances of leak of unpublished price sensitive information and to provide adequate safeguards for protection from any victimization.

This Policy is available on the website of the Company and can be accessed at: https://www.panaceabiotec.com/en/section/information-repository/policy. This Policy, inter-alia, provides direct access to the Chairman of the Audit Committee. Further, as mandated by Regulation 18(3) read with Para A(18) of Part C of Schedule II of the SEBI LODR Regulations, the Audit Committee reviews the functioning of Vigil Mechanism / Whistle Blower Policy.

Your Company hereby affirms that no director / employee has been denied access to the Chairman of the Audit Committee and that no complaint has been received by the Company during the year under review.

Corporate Social Responsibility

The provisions of Section 135 of the Act and the Rules made thereunder regarding Corporate Social Responsibility are not attracted to the Company as the Company does not fall under the threshold limit of net worth of ₹5,000 million or more, or turnover of ₹10,000 million or more, or a net profit (as defined under Section 198 of the Act) of ₹50 million or more during the immediately preceding financial year. However, the Company has been, over the years, pursuing Corporate Social Responsibility by putting continuous efforts in the areas of health, education and patient awareness / assistance programs towards the development of a happier and healthier society.

Prevention of Sexual Harassment at Workplace

The Company is committed to provide a safe and conducive work environment to all its employees and associates. It is the continuous endeavour of the Management of the Company to create and provide an environment to all its employees that is free from discrimination and harassment including sexual harassment. The Company has in place a Policy on Prevention of Sexual Harassment in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"). All the employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the financial year ended on March 31, 2025, the Company conducted virtual training sessions for employees to build awareness about the Policy and the provisions of the POSH Act. Your Company has complied with the provisions relating to constitution of Internal Complaints Committee under the POSH Act for dealing with the complaint, if any, relating to sexual harassment of women at workplace.

The details of sexual harassment complaints received and disposed-off during period under review are as follows:

Number of complaints of sexual harassment received in the year	Number of complaints disposed off during the year	Number of cases pending for more than ninety days
	Nil	

Maternity Benefits

The Company is committed to upholding the rights and welfare of its women employees and has complied with the provisions of the Maternity Benefit Act, 1961, and the rules made thereunder, as amended from time to time. All eligible women employees are provided maternity leave and other benefits in accordance with the applicable provisions of the Maternity Benefit Act, 1961. The Company has also ensured a safe and supportive working environment, including provisions for crèche facilities where applicable, in line with statutory requirements.

The Company continues to remain in full compliance with the provisions of the Maternity Benefit Act, 1961, and confirms that there have been no instances of non-compliance or adverse findings in this regard during the financial year under review. During the year under review, 8 (eight) female employees have taken such benefits.

Proceeding under Insolvency and Bankruptcy Code, 2016

No application has been made under the Insolvency and Bankruptcy Code, hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year alongwith their status as at the end of the financial year is not applicable.

Cyber Security Incident

The Company has installed firewalls and other software to protect against the cyber-crime. The back-ups are also being kept on Cloud to prevent any kind of data loss. The Company has also engaged an independent expert to verify the measures already taken by the Company for safeguarding against any cyber-attacks. No incident relating to cyber security, breaches or loss of data or documents has been reported during the year under review.

Acknowledgements

Your directors acknowledge with gratitude the co-operation and assistance received from the WHO and other UN Agencies, Central Government, State Governments and all other Government agencies and the encouragement they have extended to the Company. Your directors also thank the shareholders, banks, customers, vendors and other business associates for their confidence in the Company & its management and look forward to their continuous support in future. The Board wishes to place on record its appreciation for the dedication and commitment of the employees at all levels which has continued to be our major strength.

For and on behalf of the Board of
Panacea Biotec Limited

Sd/-

Place : New Delhi — Dr. Rajesh Jain
Date : August 14, 2025 — Chairman and Managing Director

Annexure A

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo
[as required under the Companies (Accounts) Rules, 2014]

I. Conservation of Energy

The Company strives to be energy efficient by being conservative in its approach of energy utilization and also utilizing energy efficient devices. The Company believes that energy conservation is the most economical solution to energy shortages that our country is facing. The Company regularly reviews energy consumption and maintains effective control on utilization of energy by adopting measures to reduce wastage and optimize consumption. The Company has undertaken several measures to minimize energy losses and ensure sustainable energy utilization.

The Company firmly believes that efficient energy utilization not only reduces environmental footprint but also contributes to long-term operational cost-effectiveness.

1. Energy Conservation measures taken:

   The Company has devised its production lines and other facilities keeping in view the objective of minimum energy losses. The following are the major energy conservation measures implemented by the Company during the year under review and recent past:

   - Use of high efficiency motors adhering to IE-3 and IE-4 standards of International Electrotechnical Commission.
   - Installed Eurovent certified Air Handling Systems (AHU).
   - Installed Variable Frequency Drive (VFD) for electrical drives to reduce power consumption
   - Installed a steam condensate recovery system to recapture energy for steam generation, thereby reducing fuel consumption.
   - Use of post-treatment RO reject water from critical water systems for boiler feed, resulting in an annual saving of ~4,380 Kiloliter of fresh soft water and a reduction in blowdown water.
   - Replaced high energy consuming lights with lower energy consuming lights at several locations.
   - Transformed streetlights into an automated system that turns off at sunrise and activates at sunset, thereby enhancing energy efficiency.
   - Replaced outdated air conditioners with energy efficient split Air conditioners.
   - Installed Condensate pipelines from condensate transfer pump having no insulation to reduce the insulation heat losses and increase saving in fuel.
   - Installed and commissioned new 6 ton Briquette Fired Boiler (to run with Fire Briquette or Wood Fire) at its Lalru site to replace Furnace Oil Fired Boilers thereby shifting to renewable energy source and to also reduce Sulphur emission.
   - Installed mechanical seals in cooling tower pumps replacing gland packing to reduce water consumption.
   - Use of dual mode system enabling use of piped natural gas (PNG) for running the generators as an alternate to using diesel thereby reducing diesel consumption by upto 70% at Lalru and New Delhi.

2. Additional Investments / Proposals, if any, for reduction of Energy Consumption:

   The Company's initiatives in energy consumption extend beyond the needs of the present to ensure sustainable growth for years ahead. Continuous efforts are being made to further reduce the expenditure on power and fuel in the time to come.

   A few measures under consideration are listed below:

   - To continue replacement of high energy consuming lights with lower energy consuming lights across the organization over a period of time.
   - To continue to reduce the running cost of utilities at Baddi such as Chiller, Cooling Tower, Condenser Pump & Chiller water pump by using lower power machines to save power.
   - To install hubber chiller for enhanced energy efficiency in cooling operations.
   - To source power generated through solar power systems with a view to reduce energy cost.

3. Capital Investment on energy conservation equipments:

   During the year under review, the Company has not made any significant capital investment towards energy conservation equipments.

4. Impact of measures taken and impact on cost of production of goods:

   The energy conservation measures indicated above have helped the Company to reduce the energy consumption and restrict the impact of increase in the cost of energy, thereby reducing the cost of production of goods to that extent.

Annexure to the Directors' Report

Form A
Particulars of Consumption of Energy

Particulars	Current Year	Previous Year
A. Power and Fuel Consumption		
1. Electricity		
(a) Purchased		
Units (Nos. in thousand)	20,225.31	18,316.61
Total Amount (₹ in million)	148.99	126.40
Rate / Unit (₹)	7.37	6.90
(b) Own generation		
(i) Through Diesel Generator		
Units (Nos. in thousand)	962.74	713.08
Unit per litre of Diesel / Oil	3.35	3.39
Cost / Unit (₹)	25.57	25.95
(ii) Through Steam Turbine / Generator		
Units (Nos.)	Nil	Nil
Unit per litre of Diesel / Oil	NA	NA
Cost / Unit (₹)	NA	NA
2. Coal		
Quantity (tonnes)	Nil	Nil
Total Cost (₹ in million)	NA	NA
Average Rate (₹)	NA	NA
3. Furnace Oil		
Quantity (Kilolitres)	Nil	139.00
Total Cost (₹ in million)	NA	6.82
Rate / Unit (₹)	NA	49.05
4. Briquette		
Quantity (in Tonnes)	4,135.06	2,864.04
Total Cost (₹ in million)	37.51	28.11
Rate / Unit (₹)	9.07	9.82
Steam transferred from PBPL (₹ in million)	21.60	17.12
5. HSD		
Quantity (in Thousand Litre)	70.83	94.32
Total Cost (₹ in million)	6.00	7.99
Rate / Unit (₹)	84.68	84.66
6. PNG		
Quantity (in Thousand MMB)	Nil	3.80
Total Cost	NA	5.30
Rate / Unit (₹)	NA	1,394.19
7. Others / Internal generation		
Quantity	Nil	Nil
Total Cost	NA	NA
Rate / Unit (₹)	NA	NA
B. Consumption per unit of production		
Vaccines - vials		
Production (no. of doses in thousand)	57,536	59,188
Electricity Consumption (Units per thousand)	132.65	135.85
Vaccines - Pre-filled Syringes (PFS)		
Production (no. of PFS in thousand)	301	318
Electricity Consumption (Units per thousand)	890.39	856.05

II. Technology Absorption

Form B

Form for disclosure of particulars with respect to Technology Absorption

Research & Development (R&D)

1. Specific areas in which R&D is carried out by the Company:

   The Company has a state-of-the-art research and development facility, namely One-Stream Research and Development (R&D) Centre ("ORC") at New Delhi and a Vaccine formulation research and development centre at Lalru, Punjab, to cater to all the modern aspects of vaccine development. The Company has the capability of carrying out research activities for developing vaccines using various advanced genetic engineering technologies, molecular biology, bacterial culture, animal cell culture, small scale and pilot scale fermentation, purification & analytical characterization and formulation development capabilities. It is equipped with all the necessary infrastructure and scientific manpower to carry out innovative research in the areas of antigen design, expression of antigen in a suitable host system and its purification. This is followed by formulation of antigen with suitable adjuvant and immunological evaluation in animal model.

   The Company has pioneered in the development of viral, recombinant, sub-unit and polysaccharide conjugate vaccines, using both mammalian and bacterial expression platforms. The Company has made significant progress in the major areas of research including development of DengiAll®, NuCoVac®11, Mpox candidate vaccine and a multi epitope nano particle based broadly protective beta coronavirus vaccine candidate. Each of these programs will significantly address the healthcare burden that the diseases pose and build a sustainable future based on innovation. In recent times, the R&D center has established a high-cell density E.coli platform for production of recombinant antigens and proteins. This will help in developing recombinant molecules as antigen / therapeutics and as carrier protein for conjugated vaccine.

   The R&D center has established a strong team to take care of the conjugation aspect of many polysaccharide-based vaccines such as for typhoid, meningitis and many more in near future. The R&D team is also engaged in carrying out research for development of several other vaccines like Malaria, Meningitis B, using novel immune-informatics and reverse genetics approaches. These candidates are part of our future product pipeline.

2. Benefits derived as a result of the above R&D:

   Focus on research resulted in development of innovative fully liquid vaccines including EasySix®, Easyfour-TT®, Easyfive-TT®, Easyfour-Pol®, OPVs (trivalent, monovalent and bivalent) and rich vaccine and bio-therapeutics pipeline.

   Easyfive-TT® is the world's first fully liquid wP-based Pentavalent vaccine that was launched in India in 2005. After receiving WHO prequalification in 2008, more than 200 million doses have been supplied to over 75 countries globally.

   EasySix® is also world's first fully liquid wP-IPV based hexavalent vaccine that was launched in India in 2017. The Company has patented combination vaccines involving wP and IPV. The hexavalent vaccine has been recommended by Gavi and WHO for usage in the immunization program. UNICEF has already floated tender for procuring hexavalent vaccine from year 2025 onwards.

   EasyFourPol® is also world's first fully liquid wP-IPV based Pentavalent vaccine that has been launched in the previous financial year.

3. Future Plan of Action:

   The Company intends to continue to focus on R&D activities for growing its revenues and profitability, inter-alia, in the following areas:

   - development of recombinant, polysaccharide conjugate and cell culture based vaccines;
   - development of Genetic (DNA/RNA) material-based vaccine, nanoparticles, VLP and Protein based Sub-unit vaccines for novel viral and bacterial antigens;
   - development of cost effective and consistent manufacturing process for consistently delivering the quality vaccine products;
   - development of reliable analytical methods for process monitoring, batch release and stability assessment to support vaccine development initiatives;
   - development of broadly protective Betacoronavirus Vaccines and antibody platform to respond to any future pandemic in less than 100 days;
   - development of a multi-epitopes recombinant Mpox vaccine, VaxiPox™; and
   - development of adjuvants to make India "Atmanirbhar".

4. Expenditure on R&D:

(₹ in million)

Particulars	**FY2024-25**	FY2023-24
a) Revenue expenditure*	223.54	175.90
b) Capital Expenditure	92.37	22.42
c) Total	315.91	198.32
d) Total R&D expenditure as a % of net revenues	10.20%	5.51%

* Excluding Depreciation on R&D assets.

Technology absorption, adaptation and innovation

1. Efforts, in brief, made towards technology absorption, adaptation and innovation:

   Research & Development plays a vital role in developing and adopting new technologies to enhance our operational efficiencies. The Company is actively involved in research & development of vaccine, biopharmaceuticals, proteins and peptides in compliance with international regulatory standards.

   The Company is also engaged in research & development of new generation vaccines like broadly protective Betacoronavirus vaccine, SARS-CoV-2, Typhoid Conjugate, Pneumococcal Conjugate, Tetravalent Dengue, Mpox, etc. and is actively collaborating with Indian and foreign organization, to enrich the pipeline and to bring new concepts in vaccine research.

   The Company had partnered with the Coalition for Epidemic Preparedness Innovations ("CEPI") and the Translational Health Science and Technology Institute ("THSTI") for the development of vaccines that provide broad protection against SARS-Cov-2 variants and other Betacoronaviruses candidate vaccines and antibodies to generate long-term sustainable impact on the needs of the world – in line with Government of India's objective of "India for the World".

2. Benefits derived as a result of the above:

   Benefits derived as a result of the above efforts include product improvement, cost reduction, product development, import substitution, competitive products and product quality improvement.

   The Company has launched world's first fully liquid wP-IPV based Pentavalent vaccine EasyFourPol® in financial year 2023-24. It had also launched world's first fully liquid hexavalent vaccine EasySix® and tetravalent vaccine Easyfour-TT® in 2017 and pentavalent vaccine Easyfive-TT® in 2005.

   The Company has earned royalty income of ₹20.63 million in financial year 2024-25 (₹18.44 million in the previous year).

   The Company has in-licensed technology for development of tetravalent dengue vaccine, DengiAll® from National Institutes of Health, USA.

   During the year under review, the Company progressed on its novel vaccines, Tetravalent Dengue Vaccine and Pneumococcal Conjugate Vaccine. Phase III Clinical trial for Tetanus and Diphtheria (reduced antigen) or 'Td' Vaccine in Adolescents has been completed. Phase III clinical trial for tetravalent Dengue vaccine, DengiAll® in adults, in collaboration with ICMR, and Phase II/III Clinical trial for 11-valent Pneumococcal Conjugate Vaccine (NuCoVac®11) are ongoing in India.

   With the completion of research projects and in-licensing arrangements, the Company will be able to commercialize the products in the domestic and international markets.

3. Information in respect of imported technology (imported during the last 3 years reckoned from the beginning of the financial year):

Technology imported	Year of import	Has technology been fully absorbed	If not fully absorbed, areas where this has not taken place, reasons thereof and future plan(s) of action
(a)	(b)	(c)	(d)
None			

III. Foreign Exchange Earnings and Outgo

1. Activities relating to exports:

   The Company is an exporter of vaccine and supplies its vaccines to UNICEF, PAHO and other national Governments. The Company's vaccines are exported to ~30 countries in Africa, Asia and Latin America. The Company has plans to sell its vaccines in the private market through tie-ups with established industry players in various countries. The Company is supporting global cause of providing affordable vaccines to the children across the globe.

   The Company's wholly-owned subsidiary company, Panacea Biotec Pharma Limited ("PBPL") exports its pharmaceutical formulations in ~40 countries worlwide including United States, Canada, Germany, Serbia, Bosnia, Kosovo, UAE, Saudi Arabia, Qatar, Algeria, Turkey, Tanzania, Kenya, Uganda, Ghana, Indonesia, Vietnam, Philippines, Myanmar, Sri Lanka, Mongolia, Thailand, Brazil, Panama, Ecuador, Paraguay, Costa Rica, Chile, Cambodia, Jordan, Trinidad & Tobago, Rwanda, etc.

   During the year, the Company's consolidated export revenues were as under:

   (₹ in million)

Particulars	**FY 2024-25**	FY 2023-24
Vaccines	2,169.37	3,158.21
Pharmaceutical Formulations	1,838.27	1,655.79
Total	4,007.64	4,814.00

2. Initiatives taken to increase export:

   The Company has a long-standing relationship with the institutional customers, i.e. UNICEF, PAHO and the Government of India, which has helped in participating in immunization programs in India and globally. The Company has established relationships with its key customers i.e. UNICEF and PAHO for supply of pentavalent vaccine to Gavi countries through UNICEF and to PAHO member countries located in Latin America through PAHO.

   The Company has been able to set proven performance track record which is a key criterion for selection of suppliers by these UN procurement agencies. The Company has also entered into agreements with other international business associates for its vaccine products. The Company is entering into strategic partnership for its current vaccines and vaccines in pipeline for entry into new international markets.

Panacea Biotec is the innovator and intellectual property holder of EasySix®, the world's first fully liquid Hexavalent vaccine. The WHO's Strategic Advisory Group of Experts on Immunization (SAGE) has supported the global rollout of wP based hexavalent vaccine in the global immunization schedule – creating an opportunity for more than 400 million doses of hexavalent vaccine annually. Panacea Biotec is in process of expanding its manufacturing capacity in order to enable the Company to meet the growing demand of vaccines by public health agencies.

The Company's strategic partnerships and collaborations has enabled it in developing innovative, cost-effective and quality vaccines and helped in achieving its goal of providing cost-effective vaccines to the global population.

In the North America and Europe, PBPL is taking several steps for strengthening its position. Panacea Biotec Germany GmbH (PBGG) launched Valgapan (Valganciclovir) in Germany, while portfolio expansion with Siropan is underway. Broader European expansion is advancing, with marketing authorisation applications for PacliALL® filed in 11 EU countries. Product registrations are initiated in new markets like UK that will help in sustained growth.

In the Rest of the World (ROW) markets, PBPL expanded its global presence significantly during the year under review. The Company entered markets such as Algeria, Egypt, Libya, Oman, Qatar, and South Africa, with product launches scheduled in next 1-2 years. Saudi Arabia also witnessed the relaunch of Rizatriptan, reinforcing PBPL's established base in the region. In Asia-Pacific region, products were successfully commercialized in Indonesia, and regulatory transfer activities were completed in Australia, paving the way for a commercial launch of under registration dossiers in FY2026-27. With these developments, PBPL has set the foundation to expand its ROW markets footprint from 35 operational countries to 54 over the next five years, with 8 new markets expected to be added in the near term and a further 11 in the longer horizon.

3. Development of new export markets for Products and Export Plans:

The Company as well as PBPL continuously takes steps to strengthen and grow its exports in the coming years including building a strong portfolio, strengthening marketing team, entering into newer markets, identifying distributors and marketing partners into newer regions and registering products in more countries as well as strengthening existing relationships with the partners.

As a part of the Company's strategy to enter into the international private vaccine market, the Company has already registered its vaccines in 16 countries (including African Medicines Regulatory Harmonization (AMRH) which will inter-alia enable launch of product in ~29 countries in African region who have ratified the African Medicines Agreement (AMA). The product registration in 17 other countries is in progress and is expected to be approved in due course.

The Company's EasySix® vaccine has been listed as the first product under the Continental Listing of Human Medicinal Products by the AMA as part of the AMRH initiative. This continental listing is designed to facilitate accelerated registration of listed products across AMRH member countries.

Besides supplying Easyfive-TT® and Bi-OPV®, the Company will also be seeking WHO prequalification of its pipeline products for supply to UN agencies and other national Governments.

4. Total foreign exchange earned and used:

(₹ in million)

Particulars	FY 2024-25	FY 2023-24
Foreign Exchange Earned:		
F.O.B. value of Exports	2,142.87	3,070.61
Interest income	66.75	114.95
Technology transfer fee	-	9.34
Misc. income	-	0.55
Total Foreign Exchange Earned	2,209.63	3,195.45
Foreign Exchange Used:		
Raw materials & packing materials	1,155.90	1,336.44
Components & spare parts	8.24	8.16
Capital goods	2.79	289.52
Legal & professional expenses	42.02	28.03
Software license fee	7.52	2.54
Other expenses:		
- Allowance for expected credit loss	66.75	114.95
- Patents, trademarks & product registration	2.03	3.39
- Advertising and sales promotion	2.53	2.24
- Commission on Sales	8.58	-
- General expenses	1.37	1.93
- Others	8.02	9.72
Total Foreign Exchange Used	1,305.76	1,796.92

For and on behalf of the Board of
Panacea Biotec Limited

Sd/-
Dr. Rajesh Jain
Chairman and Managing Director

Place : New Delhi
Date : August 14, 2025

Annexure B

Statement pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the year ended March 31, 2025

a. The ratio of remuneration of each Director to the median remuneration of employees of the Company and percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2024-25:

Name of the Director and Key Managerial Personnel (KMP)*	Designation	Remuneration of Director / KMP for FY 2024-25 (₹ in million)	% increase in remuneration	Ratio to median remuneration of employees
Dr. Rajesh Jain@	Chairman and Managing Director	9.51	5.56%	21.11
Mr. Sandeep Jain@	Joint Managing Director	8.75	4.55%	19.41
Mr. Ankesh Jain$	Whole-time Director	7.77	NA**	8.04
Mr. Harshet Jain#	Whole-time Director	0.46	NA**	8.11
Dr. Sanjay Trehan##	Whole-time Director	-	NA	-
Mr. Vinod Goel	Group CFO and Head Legal & Company Secretary	8.34	(1.09%)	18.50
Mr. Devender Gupta$$	Chief Financial Officer & Head Information Technology	6.59	2.49%	14.64

* The Non-executive Directors of the Company are entitled for sitting fees only. The details of the same are provided in Corporate Governance Report and is governed by the Nomination and Remuneration Policy. The ratio of remuneration and percentage increase for Non-executive Directors' remuneration is, therefore, not considered for the above purpose.

@ During financial year under review, the terms of remuneration of the Chairman and Managing Director and Joint Managing Director ("Managerial Personnel") have remained the same. The increase in their remuneration is on account of the change in value of perquisites.

$ Mr. Ankesh Jain has ceased to draw monthly remuneration from the Company w.e.f. 01.06.2024 and is now entitled to receive sitting fees for attending meetings of the Board and Committees thereof. The amount of his remuneration includes arrears of ₹7.20 million for earlier years and sitting fee of ₹0.12 million.

** Percentage increase / decrease in remuneration is not reported as they were paid remuneration for part of the financial year 2024-25 and/or they were appointed during the financial year 2024-25.

Appointed w.e.f. 14.02.2025.

Appointed w.e.f. 14.02.2025 but became entitled to get remuneration w.e.f. 01.04.2025 only.

$$ Remuneration does not include amount of ₹3.68 million paid during the year towards encashment of leaves accumulated during earlier years.

b. The percentage increase in the median remuneration of employees in the financial year 2024-25: 8.35%.

c. The number of permanent employees on the rolls of the Company as at March 31, 2025: 1,290.

d. Average percentiles increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentage increase in remuneration of employees other than managerial remuneration was 12.11%. The average percentage increase in the managerial remuneration for the year was 29.85%.

e. It is hereby affirmed that the remuneration is as per the remuneration policy of the Company.

For and on behalf of the Board of
Panacea Biotec Limited

Sd/-

Place : New Delhi
Date : August 14, 2025

Dr. Rajesh Jain
Chairman and Managing Director

Annexure C

Statement pursuant to Section 197(12) of the Companies Act, 2013 read with Rules 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

S. No.	Employee Name	Designation	Remuneration (₹ in million)	Nature of employment	Qualification	Experience (in years)	Date of Commencement of Employment	Age (in Yrs.)	Particulars of Last Employment: Name of Employer, Designation, Period of Service (Years)
A. Top 10 employees in terms of remuneration drawn during the financial year 2024-25:									
1.	Dr. Rajesh Jain	Chairman and Managing Director	9.51	Contractual	PGDM, Ph. D	41	15.11.1984	61	NA
2.	Mr. Sandeep Jain	Joint Managing Director	8.75	Contractual	Senior Secondary	41	15.11.1984	59	NA
3	Mr. Ankesh Jain	Whole-time Director	7.77$	Contractual	B.Sc. in Pharmaceutical Management & M.B.A.	15	01.07.2010	37	NA
4.	Dr. Amulya Kumar Panda	Associate Director	7.63	Permanent employee	Ph. D (Biochemical Engg & Biotechnology)	34	01.07.2021	64	National Institute of Immunology, Scientist-VII, 31 Years
5.	Mr. Devender Gupta	Chief Financial Officer & Head Information Technology	6.59#	Permanent employee	FCA., PGDM	28	12.12.2010	52	Kudos Chemie Ltd., Vice President Finance, 1.5 Years
6.	Mr. Gurinder Pal Singh	Senior Vice President - Sales	8.49	Permanent employee	B.Sc.	36	01.08.2023	58	Panacea Biotec Pharma Ltd., Senior Vice President, 1 year
7.	Dr. Khalid Ali Syed	Chief Scientific Officer	8.26	Permanent employee	MBBS, MS & Ph.D	27	02.09.2021	50	MSD-Wellcome Trust Hilleman Laboratories, Director – Clinical R&D, 5.1 Years
8.	Dr. Naveen Kumar Jain	Vice President – NPI & Project Management	7.50	Permanent employee	Ph. D (Pharmacology)	30	01.08.2023	53	Panacea Biotec Pharma Ltd., Vice President – NPI & Project Management
9.	Mr. Rajesh Kumar*	Vice President - Manufacturing Excellence	9.28	Permanent employee	M.Sc. in Biotechnology	23	22.08.2002	47	NA
10.	Mr. Vinod Goel	Group CFO and Head Legal & Company Secretary	8.34	Permanent employee	M.Com, LLB, ACMA, FCS	38	13.01.1999	60	Prakash Industries Limited, Company Secretary, 9 years
B. Employed for part of the year and in receipt of remuneration which in aggregate was not less than ₹8,50,000 per month									
Nil									

$ Mr. Ankesh Jain has ceased to draw monthly remuneration from the Company w.e.f. 01.06.2024 and is now entitled to receive sitting fees for attending meetings of the Board and Committees thereof. The amount of his remuneration includes arrears of ₹7.20 million for earlier years and sitting fee of ₹0.12 million.

Remuneration does not include amount of ₹3.68 million paid during the year towards encashment of leaves accumulated during earlier years.

* Employed for part of the year.

Notes:

1. Remuneration includes salary, commission on profits, house rent allowance, bonus, Company's contribution to Provident Fund, Leave Travel Allowance, Medical Assistance and all allowances paid in cash and monetary value of taxable perquisites wherever applicable and does not include provision for Gratuity / Retirement Benefits.
2. There was no employee who was employed either throughout the financial year or part thereof, who was holding, either by himself or along with the spouse and dependent children, 2% or more of the Shares of the Company and drawing remuneration in excess of the remuneration drawn by Chairman and Managing Director / Joint Managing Director / Whole-time Director of the Company.
3. The terms and conditions of employees at Sl. No. 1, 2 & 3 of the above table are as approved by the Board of Directors and Shareholders on the recommendation of Nomination and Remuneration Committee. The employees at Sl. No. 4 to 10 of the above table are paid remuneration as per the policy / rules of the Company.
4. None of the above employees is related to any of the Directors except that Dr. Rajesh Jain, Mr. Sandeep Jain and Mr. Ankesh Jain are related to each other.
5. The nature of duties of Chairman and Managing Director, Joint Managing Director and Whole-time Director: Dr. Rajesh Jain, Chairman and Managing Director - providing strategic direction, planning and visionary leadership, championing patient safety centricity, providing resources and support to culture of quality excellence and overseeing Company's financial performance, investments and ventures etc.; Mr. Sandeep Jain, Joint Managing Director - Overseeing the matters relating to audit & compliances, tax laws, foreign exchange and other regulatory matters, corporate social responsibility including promoting MSME vendors and ensuring implementation of decisions of the Board and its various Committees; Mr. Ankesh Jain performs all such duties as may be assigned to him by the Board of Directors and/or the Chairman and Managing Director ("CMD") of the Company from time to time.

For and on behalf of the Board of
Panacea Biotec Limited

Sd/-
Dr. Rajesh Jain
Chairman and Managing Director

Place : New Delhi
Date : August 14, 2025

Annexure D

Form No. MR-3

Secretarial Audit Report

For the financial year ended 31st March, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
Panacea Biotec Limited
Regd. Office: Ambala-Chandigarh Highway,
Lalru - 140 501, Punjab

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Panacea Biotec Limited, a Company incorporated under the provisions of the Companies Act, 1956, vide CIN L33117PB1984PLC022350 and having its registered office at Ambala-Chandigarh Highway, Lalru-140501, Punjab (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, subject to our comments herein, the Company has, during the Audit Period, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025, according to the provisions of:

i. The Companies Act, 2013 ("the Act") and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):

   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021; - Not applicable for the financial year under review

   e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - Not applicable for the financial year under review

   f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   g. The Securities and Exchange Board of India (De-listing of Equity Shares) Regulations, 2021; - Not applicable for the financial year under review;

   h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; - Not applicable for the financial year under review.

vi. The management has identified the following laws as specifically applicable to the Company:

   - Drugs & Cosmetics Act, 1940;
   - Drugs (Control) Act, 1950;
   - Narcotic Drugs and Psychotropic Substances Act, 1985;
   - Dangerous Drugs Act, 1930;
   - Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954;
   - Epidemic Diseases Act, 1897;
   - Essential Commodities Act, 1955;
   - The Poisons Act, 1919; and
   - The Pharmacy Act, 1948.

We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India notified by Central Government; and

ii. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above. However, we have observed the following:

- The Company has delayed payments to certain Micro and

Small Enterprises beyond the period prescribed under Section 15 of the Micro, Small and Medium Enterprises Development Act, 2006. However, the Company has paid interest in accordance with Section 16 of the Act and disclosed such delays in MSME Form I.

- One case of delayed filing of e-verification report with respect to e-form IEPF-5 filed by the shareholder on 17th March, 2024, which was submitted by the Company on 25th April, 2024, i.e. beyond the statutory limit of thirty days.

We further report that:

- During the period under review, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notices were given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes, wherever applicable.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has not entered into / carried out any specific events / actions which may have a major bearing on the Company's affairs.

For R&D Company Secretaries

Sd/-
Debabrata Deb Nath
Partner
FCS No.: 7775; CP No. : 8612
UDIN: F007775G000912789

Place: Delhi — Peer Review Certificate no. 1403/2021
Date : 01.08.2025 — Unique Identification No. P2005DE011200

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A to the Secretarial Report

To
The Members
Panacea Biotec Limited
Ambala-Chandigarh Highway,
Lalru-140 501, Punjab

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For R&D Company Secretaries

Sd/-
Debabrata Deb Nath
Partner
FCS No.: 7775; CP No. : 8612
UDIN: F007775G000912789

Place: Delhi — Peer Review Certificate no. 1403/2021
Date : 01.08.2025 — Unique Identification No. P2005DE011200

Annexure E

Form No. MR-3

Secretarial Audit Report

For the financial year ended 31st March, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Panacea Biotec Pharma Limited
Regd. Office: B-1 Extension/A-27, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi -110044

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Panacea Biotec Pharma Limited, a Company incorporated under the provisions of the Companies Act, 2013, vide CIN U24299DL2019PLC347566 and having its registered office at B-1 Extension/A-27, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi - 110044 (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, subject to our comments herein, the Company has, during the Audit Period, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025, according to the provisions of:

i. The Companies Act, 2013 ("the Act") and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder; Not applicable as the Company is an Unlisted Company.

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"); - Not applicable as the Company is an Unlisted Company;

   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

   e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

   f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

   h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;

vi. The management has identified the following laws as specifically applicable to the Company:

   - Drugs & Cosmetics Act, 1940;
   - Drugs (Control) Act, 1950;
   - Narcotic Drugs and Psychotropic Substances Act, 1985;
   - Dangerous Drugs Act, 1930;
   - Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954;
   - Epidemic Diseases Act, 1897;
   - Essential Commodities Act, 1955;
   - The Poisons Act, 1919; and
   - The Pharmacy Act, 1948.

We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India notified by Central Government;

ii. The Listing Agreements entered into by the Company with Stock Exchanges: Not applicable as the Company is an Unlisted Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. However, we have observed the following:

- The Company has delayed payments to certain Micro and Small Enterprises beyond the period prescribed under Section 15 of the Micro, Small and Medium Enterprises Development Act, 2006. However, the Company has paid interest in accordance with Section 16 of the Act and disclosed such delays in MSME Form I.

We further report that:

- During the period under review, the Board of Directors of the Company was duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever applicable.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has not entered into / carried out any specific events / actions which may have a major bearing on the Company's affairs.

For R&D Company Secretaries

Sd/-
Debabrata Deb Nath
Partner
FCS No.: 7775; CP No. : 8612
UDIN: F007775G000986720
Place: Delhi Peer Review Certificate No. 1403/2021
Date : 12.08.2025 Unique Identification No. P2005DE011200

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A to the Secretarial Report

To
The Members
Panacea Biotec Pharma Limited
B-1 Extension/A-27, Mohan Co-operative Industrial Estate
Mathura Road, New Delhi -110044

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For R&D Company Secretaries

Sd/-
Debabrata Deb Nath
Partner
FCS No.: 7775; CP No. : 8612
UDIN: F007775G000986720
Place: Delhi Peer Review Certificate No. 1403/2021
Date : 12.08.2025 Unique Identification No. P2005DE011200

Business Responsibility & Sustainability Report

This Business Responsibility & Sustainability Report ("BRSR") for the financial year ended March 31, 2025 conforms to the Business Responsibility & Sustainability Reporting requirement pursuant to Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), which has mandated the inclusion of BRSR as part of the Company's Annual Report for top 1000 listed entities based on market capitalisation (calculated as on December 31 of every financial year) and the National Voluntary Guidelines (NVGs) on Social, Environmental and Economic Responsibilities of Business issued by Ministry of Corporate Affairs, Government of India.

While the Company is not falling under the category of top 1000 listed entities based on the market capitalisation as on December 31, 2024, however, in view of the provisions of Regulation 3(2) of SEBI LODR Regulations, the Company is required to continue to comply with relevant provisions of BRSR that were applicable to it based on the market capitalisation of previous year(s).

The Company has not instituted any process to monitor / verify whether any other entity / entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the Business Responsibility initiatives of the Company.

SECTION A: GENERAL DISCLOSURES

I.	**Details of the listed entity**		
1.	Corporate Identity Number (CIN) of the Listed Entity	L33117PB1984PLC022350	
2.	Name of the Listed Entity	Panacea Biotec Limited	
3.	Year of incorporation	1984	
4.	Registered office address	Ambala-Chandigarh Highway, Lalru, Punjab – 140501, India	
5.	Corporate office address	B-1 Extn. / A-27, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi - 110044 , India	
6.	E-mail	companysec@panaceabiotec.com	
7.	Telephone	+91-11-41679000, 41578000	
8.	Website	www.panaceabiotec.com	
9.	Financial year for which reporting is being done	Start Date	End Date
	Current Financial Year	01.04.2024	31.03.2025
	Previous Financial Year	01.04.2023	31.03.2024
	Prior to Previous Financial Year	01.04.2022	31.03.2023
10.	Name of the Stock Exchange(s) where shares are listed	a. National Stock Exchange of India Ltd. (NSE) b. BSE Ltd. (BSE)	
11.	Paid-up Capital	₹222,620,746	
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report.		
	Name	Mr. Vinod Goel, Company Secretary	
	Contact	+91-11-41679015	
	E-mail	vinodgoel@panaceabiotec.com	
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone basis	
14.	Name of assurance provider	Not Applicable	
15.	Type of assurance obtained	Not Applicable	

II. Products / Services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of main activity	Description of business activity	% of turnover of the entity
(i)	Pharmaceuticals	Manufacturing of pharmaceuticals, medicinal, chemical and botanical products	100%

17. Products / Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product / Service	NIC Code	% of total turnover contributed
(i)	Manufacturing of pharmaceuticals, medicinal, chemical and botanical products	210	100%

Business Responsibility & Sustainability Report

III. Operations

18. Number of locations where plants and / or operations / offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	3*	2	5
International	0	1	1

* The plants include manufacturing locations and R&D Centres.

19. Markets served by the entity

a. Number of locations:

Locations	Number
National (No. of States)	Pan-India
International (No. of Countries)	~30 countries in Africa, Asia and Latin America

b. What is the contribution of exports as a percentage of the total turnover of the entity?

In the reporting year, the exports contributed ~70% of total turnover of the Company.

c. A brief on types of Customers

The Company is one of the largest suppliers of vaccines to multilateral agencies like UNICEF, PAHO, etc. and is supplying vaccines to institutional customers and national Governments. The Company also sells its products to customers in private markets through stockiest, retailers and medical professionals.

IV. Employees

20. Details as at the end of Financial Year

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	Employees					
1.	Permanent (D)	764	638	83.50%	126	16.50%
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total employees (D + E)	764	638	83.50%	126	16.50%
	Workers					
4.	Permanent (F)	526	524	99.62%	2	0.38%
5.	Other than Permanent (G)	176	158	89.77%	18	10.23%
6.	Total workers (F + G)	702	682	97.15%	20	2.85%

b. Differently abled Employees and Workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	Differently abled Employees					
1.	Permanent (D)	1	1	100%	-	-
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total differently abled employees (D + E)	1	1	100%	-	-
	Differently abled Workers					
4.	Permanent (F)	1	1	100%	-	-
5.	Other than permanent (G)	-	-	-	-	-
6.	Total differently abled workers (F + G)	1	1	100%	-	-

21. Participation / Inclusion / Representation of women:

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors*	12	1#	8.33%
Key Management Personnel*	7	-	-

* Dr. Rajesh Jain, Chairman and Managing Director, Mr. Sandeep Jain, Joint Managing Director and Mr. Ankesh Jain, Mr. Harshet Jain & Dr. Sanjay Trehan, Whole-time Directors are members of the Board of Directors and also considered as Key Managerial Personnel.

\# Mrs. Manjula Upadhyay continued to act as director until 29.03.2025. Prior to her cessation during the financial year, no. and percentage of female directors was 2 (18%).

22. Turnover rate for permanent employees and workers

	FY 2024-25			FY 2023-24			FY 2022-23		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	33%	24%	31%	39%	25%	37%	39%	40%	39%
Permanent Workers	34%	-	34%	34%	-	34%	30%	-	30%

Business Responsibility & Sustainability Report

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiaries / associate companies / joint ventures (A)	Indicate whether holding / subsidiary / associate / joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Panacea Biotec Pharma Limited	Subsidiary	100%	No
2	Meyten Realtech Private Limited	Subsidiary	100%	No
3	Panacea Biotec (International) SA	Subsidiary	100%	No
4	Panacea Biotec Germany GmbH	Indirect subsidiary	100%	No
5	Panacea Biotec Inc.	Indirect subsidiary	100%	No
6	PanEra Biotec Private Limited	Associate	50%	No
7	Adveta Power Private Limited	Joint Venture	50%	No

VI. CSR Details

24.	(i)	Whether CSR is applicable as per section 135 of Companies Act, 2013 (Yes / No)	No
	(ii)	Turnover (in ₹ million)	3,098.55
	(iii)	Net worth (in ₹ million)	(189.10)

VII. Transparency and Disclosures Compliances

25. Complaints / Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for policy)*	**FY 2024-25**			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	-	-	-	-	-	-
Investors (other than shareholders)	NA	NA	NA	NA	NA	NA	NA
Shareholders	Yes	-	-	-	-	-	-
Employees and workers	Yes	-	-	-	-	-	-
Customers	Yes	10	0	-	3	0	-
Value Chain Partners	Yes	-	-	-	-	-	-

* The policies relating to grievance redressal mechanism are available at the Company's website at https://www.panaceabiotec.com. In addition, there are internal policies placed on the intranet of the Company.

26. Overview of the entity's material responsible business conduct issues:

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Product Quality, Safety and Availability	Risk	It is critical to address risks relating to product quality and safety issues. Non-availability of products may lead to loss of business	• Strict adherence to quality standards, procedures and policy of the Company. • Compliance with cGMP, GLP practices, Pharmacovigilance processes and SOPs. • Adoption of technological interventions, training on cGMP standards, automation and digitalisation, and employee capacity-building. • Qualifying and reviewing vendors on quality parameters as per the policy.	Positive: Consistent product quality and safety ensures sustainable business and relations with stakeholders. Availability of products across the markets helps in increasing market share and customer satisfaction. Negative: These issues, if not addressed on time, can have serious impact on the business operations, lead to penalties and litigations.
2	Business Ethics and Corporate Governance	Risk	External regulatory environment on corporate ethics and corporate	• There are established robust guiding principles within the Company to ensure ethical functioning across	Positive: Adherence to good governance practices and ethical standards will lead to long-term

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
			governance is dynamic in nature. Ethical business standards, and framework keep evolving and needs regular improvement and readiness.	the value chain. The Company has a code of conduct for board members, senior management, employees, suppliers, vendors and contractors which aligns with their commitments of ethical and transparent business practices. • The Company ensures regulatory compliance across its operations/ markets through proactive interaction with regulatory organisations, to reduce the risk of non-compliance.	sustainable value creation for all the stakeholders. Negative: The Company's reputation and business continuity may be negatively impacted in the long-run due to non-compliance with regulatory standards.
3	Cyber Security and Data Privacy	Risk	The cyber-attacks are increasing in the current environment and such attacks may directly impact the Company's operations and business. It is equally important to protect and maintain all the data of the Company.	• The Company has implemented several measures to protect its data from any internal or external threats. The IT security systems are regularly evaluated and updated to ensure continuous effectiveness thereof. • The Company keeps creating and enhancing awareness of its employees via periodic internal emails related to safe practices surrounding data security, protection against potential phishing emails, and prevention of cyber-attacks.	Positive: Cutting-edge technology, digitalisation, and data integrity principles ingrained in processes ensures compliance with data security and privacy laws, protects against data loss, and facilitates productivity improvement, ultimately leading to sustainable growth in the long term. Negative: Absence of mechanism for data integrity and protection may result in the loss of valuable data that may adversely impact the business.
4	R&D and Innovation Management	Opportunity	Development of innovative products using cutting edge technologies and investments is required to ensure sustainable future growth.	The Company has in-house R&D Centres equipped with state-of-the art infrastructure and scientific manpower for undertaking research and development activities from preclinical to clinical development of its products.	Positive: Creation of a robust portfolio of innovative products helps staying ahead of the competition, expanding the business across the markets and creating wealth for all the stakeholders.
5	Human Capital Development	Opportunity	Pharmaceutical industry is a knowledge-based industry and is highly dependent on specialized manpower. Ability to attract and retain skilled, trained and experienced human resources have become critical due to evolution of knowledge-based economy.	• The Company undertakes several initiatives to attract and retain talent through development programs, competitive remuneration, inclusive work culture and other employee benefits programs. • Employee skill enhancement through continuous training and development within and outside the Company. • Engagement of external consultants to provide training in specialized areas to improve skills of employees engaged in specific areas. • The Company is also working on improving the strength of woman power in the overall employee strength. • The Company is an equal opportunity employer.	Positive: A well trained, skilled and motivated manpower help in increased productivity which is crucial for future sustainable growth.
6	Environmental Impact Management	Risk	Non-availability of water in adequate quantity and requisite quality may impact the production and operations of the Company. It is critical to reduce the water usage through	• The Company continuously identifies opportunities to manage its environmental impact. The Company is working on further improvements for water conservation and waste management. • The Company focuses on reduced	Negative: Failure to manage environmental impacts can lead to suspension of licenses to operate the facilities, adverse legal / regulatory actions leading to financial consequences, loss of reputation and stakeholders' trust.

Business Responsibility & Sustainability Report

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
			optimum utilization and recycling process to create a positive environmental footprint. Focused efforts for reduced waste generation and proper disposal thereof are also important to protect the environment.	consumption and reusage of water, prevents leaks, and embraces technologies with lower water intensities. • The Company ensures that the hazardous waste generated by its operations is safely handled and disposed in an environmentally responsible manner.	
7.	Climate Change	Risk	It is critical to manage the emissions of green house gases (GHG) to protect the climate.	• The Company has undertaken several measures to reduce the carbon footprint. These measures include using of groundnut briquette as fuel for the boilers instead of furnace oil. It has also shifted towards using piped natural gas (PNG) as fuel for boilers / generators. • The Company is undertaking a detailed exercise to develop a long-term strategic plan to reduce the carbon emissions in order to mitigate the risk.	Negative: Failure to reduce the carbon emission over long term may impact the Company's business with multilateral agencies and other valuable customers which are stressing on complying with global standards for reducing GHG emission. Positive: Adoption of climate change mitigation plans shall have positive impact on the Company's business because of process improvement, energy efficiency, and improved relations with stakeholders.
8.	Promoting Diversity, Equity and Inclusivity	Opportunity	Diversity, inclusivity and providing equal opportunities improves the Company's performance by bringing together people with varied knowledge, views and perspectives.	-	Positive: A diverse and inclusive workforce from different genders, age and special abilities brings a sense of togetherness and enables a productive environment.
9.	Occupational Health and Safety	Risk	It is important to maintain the occupational health and safety in the organization. Lack of proper health and safety management programs may lead to health and safety incidents.	• The Company has a strong Environment health and safety (EHS) management system that includes regular internal and external audits of its EHS practices. • Adoption of a detailed corrective action plan post identification of hazards and assessment of safety incidents help in preventing any such instances in the future.	Negative: Frequent health and safety incidents will have a negative influence on the Company's performance in terms of both safety and workforce well-being. This will impact the brand image, reputation and the Company's ability to attract and retain talent.
10	Ethical Conduct of Clinical Trials and Animal Testing	Risk	Clinical Trials are integral part of product development in the pharmaceutical industry. There is a need to address risks associated with clinical trials and animal testing especially around the ethical and safety related concerns of trials on human subjects and animal testing. Adverse events reported during the animal testing or clinical trial can delay product development leading to increase in cost and loss of gaining business opportunity	• The Company complies with all the relevant regulatory requirements governing clinical trials and animal testing. The Company has dedicated in-house teams responsible for ensuring adherence to these regulations, which involve obtaining necessary approvals, permits, and maintaining thorough documentation. • The Company also undertakes post marketing surveillance studies to monitor the impact of new product launches. • Long-term safety studies are also undertaken for some of the innovative products in order to assess and measure safety parameters over a longer time horizon.	Negative: Not following good clinical practices while conducting animal testing or clinical trials can have impact on the efficacy and safety of the products. It can also attract adverse regulatory / legal action, lead to financial damages and reputation loss and have a negative impact on participant's health and safety. Delays at any stage can also prolong the overall timeline for drug development, leading to increased costs.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
			besides creating negative public perception.	• The Company also engages clinical research organizations (CROs) with proven track record and experience in conducting the clinical trials on humans wherever considered necessary. • The Company has taken adequate insurance policy covering the risks associated with clinical trials to safeguard its interest against any potential loss.	
11	Community Engagement and Development	Opportunity	Engagement with nearby community helps the Company to build confidence and gain trust of the community. The interest and well-being of the community should be kept in consideration while setting up the plants and conduct of business operations. Continuous engagement with community prevents the risks of conflicts and creates positive image of the Company.	The Company has a mechanism in place to engage with the nearby community and works closely with them to address any issues faced by them. The Company also undertakes various activities for community engagement and development.	Positive: Community engagement and development helps in building good perception about the Company among the local community members. The Company's reputation can also increase by undertaking various initiatives for community's upliftment including focus on health, education, rural infrastructure development, sanitation and environment conservation among others. These efforts also help to promote positive social outcomes.
12	Supply Chain Management	Risk	There are some materials for which the Company is dependent on single source of supply. Such suppliers can disrupt supplies and dictate their terms. The Company also imports some of the critical materials from outside India. During spread of any global pandemic supplies from outside may be affected. These factors can disrupt operations resulting in lower sales and negative impact on the Company's profitability and reputation.	The Company has entered into long-term supply agreements for key materials having single source suppliers. The Company also maintains adequate inventories to take care of any temporary non-availability of imported materials. The Company is also proactively working towards expanding its supplier base, and adding alternative suppliers, in order to minimize any risk associated with supply chain interruptions.	Negative: Supply chain related risks can disrupt production activities, delay in supply of products to customers, loss of business contract and attract penalty on account of failure / delay in supply of the products on time. All these can adversely impact the Company's profitability and reputation as a reliable supplier.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies & processes put in place towards adopting the National Guidelines on responsible Business Conduct ("NGRBC") Principles and Core Elements.

National Guidelines on Responsible Business Conduct (NGRBC) as prescribed by the Ministry of Corporate Affairs advocates nine principles referred as P1-P9 as given below:

Principle 1 (P1) Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent and accountable.

Principle 2 (P2) Businesses should provide goods and services in a manner that is sustainable and safe.

Principle 3 (P3) Businesses should respect and promote the well-being of all employees, including those in their value chains.

Principle 4 (P4) Businesses should respect the interests of and be responsive towards all its stakeholders.

Principle 5 (P5) Businesses should respect and promote human rights.

Principle 6 (P6) Businesses should respect and make efforts to restore the environment.

Principle 7 (P7) Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

Principle 8 (P8) Businesses should promote inclusive growth and equitable development.

Principle 9 (P9) Businesses should engage with and provide value to their consumers in a responsible manner.

Business Responsibility & Sustainability Report

Disclosure Questions			P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes											
1	a.	Whether your entity's policy / policies cover each principle and its core elements of the NGRBCs. (Yes / No)	Yes								
	b.	Has the policy been approved by the Board? (Yes / No)	All the policies have been formulated in consultation with the relevant stakeholders of the Company. Some of the policies have been approved by the Board as per relevant statutory requirements.								
	c.	Web Link of the Policies, if available	Relevant statutory policies and code of conduct are available on the Company's website and can be viewed at: https://www.panaceabiotec.com/en/section/information-repository/policy.								
2.		Whether the entity has translated the policy into procedures. (Yes / No)	Yes, wherever applicable the procedures have been defined.								
3.		Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes, the Company's Supplier Code of Conduct largely includes the above-mentioned principles and the value chain partners are expected to comply with the requirements outlined therein.								
4.		Name of the national and international codes / certifications / labels / standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trusted) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	• National Guidelines on Responsible Business Conduct (NGRBC), • United Nations Global Compact (UNGC), • United Nations Guiding Principles on Business and Human Rights (UNGP), • Environment Management System – ISO 14001: 2015, • Occupational Health and Safety Management System– ISO 45001: 2018, • Extended Producers Responsibility (EPR) - Plastic Waste Management, • Good Manufacturing Practice (GMP) compliance certification for manufacturing facilities								
5.		Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company is working with various stakeholders for setting up goals and targets to be achieved by 2030.								
6.		Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Not applicable								
Governance, leadership and oversight											
7.		Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements	The Company aims to become one of the leading biotechnology Company. We recognize the importance of conducting business in a responsible and sustainable manner. We are implementing sustainability practices, accountability and transparency across our operations and value chain. As part of our efforts to integrate sustainability in our business we are developing a robust ESG framework, which is being built on the principles of operating responsibly and growing sustainably. Environmental Responsibility: At Panacea Biotec, we are committed to embedding sustainability across our operations as a driver of resilience and long-term value creation. To achieve our target of sustainable operations, we have implemented multiple initiatives like conducting detailed assessment of all our operations to identify emissions hotspots and develop decarbonisation pathways to guide individual sites to bring down their carbon emissions over medium and long term. We also conducted water use assessments across all manufacturing facilities and potential to minimize fresh water usage was identified. We plan on conducting assessment audits in the future to further reduce our fresh water consumption. We are also reviewing waste management practices to further minimize waste and turn Zero Landfill in India by end of calendar year 2025. To sustain these efforts, ESG-focused employee training and awareness programs are actively being conducted across the organization to eliminate waste, rethink processes and products in our endeavour to become Net Zero. In financial year 2025, our sustainability initiatives delivered measurable impact: • 165 tCO_2 emissions avoided • 58.6 tonnes of plastic recycled and 97.3 tonnes of plastic eliminated • 690 litres of oil recycled • 58.84 million litres of water treated and reused • 74.78 tonnes of waste effectively managed These achievements reflect our systematic approach: conducting detailed assessments of emission hotspots, developing decarbonisation pathways for individual sites, and auditing water usage across facilities to identify opportunities for reducing fresh water consumption. Social Responsibility: We believe our growth is inseparable from the well-being of our employees, communities, and stakeholders. Panacea Biotec employs ~1,500 employees, representing diversity in culture, gender, demographics, and expertise. We foster a safe, healthy, and competitive workplace that enables innovation and supports professional growth.								

Governance, leadership and oversight	
	Beyond our workforce, we have a deep social impact through our products and outreach. In the past three years, we have reached over 50 million babies in low- and middle-income countries (LMICs) with life-saving vaccines and health solutions. Our consumer healthcare expansion - including the launch of NikoMom diapers and wet wipes in India — reflects our commitment to addressing everyday needs of families while maintaining high standards of safety and quality. We have donated 1,25,000 doses of Easyfive-TT® (a pentavalent vaccine) to the Republic of Cuba during FY2022-23. We are proud to have been recognized by Incredible Workplaces (Gold Category Award 2025) and awarded a Vision Zero India Safety Rating (3-Star, 2024), reinforcing our focus on people-first growth. We are committed to the United Nations Sustainable Development Goals (SDG) - as part of our activities, we undertake multiple activities and create impact with over 11 UN SDG's are defined below:

SDG	Alignment with Panacea Biotec
SDG 2: Zero Hunger	Vaccines and Nutritional products for children
SDG 3: Good Health & Well-being	Vaccine development, disease prevention, and healthcare innovation.
SDG 5: Gender Equality	Employee engagement policies promoting diversity and equal opportunities.
SDG 6: Clean Water & Sanitation	Ensuring water sustainability in pharmaceutical manufacturing.
SDG 8: Decent Work & Economic Growth	Job creation, career development, and a fair workplace.
SDG 9: Industry, Innovation & Infrastructure	Biotech innovation, sustainable pharma production, and R&D.
SDG 12: Responsible Consumption & Production	Sustainable pharma processes, waste reduction, and ethical sourcing.
SDG 13: Climate Action	Carbon footprint reduction and eco-friendly manufacturing.
SDG 14: Life Below Water	Reducing pharmaceutical waste that impacts water ecosystems and wastewater treatment facilities to eliminate environmental impact.
SDG 16: Peace, Justice, and Strong Institutions	Implemented ethics and anti-corruption policies and Code of Conduct.
SDG 17: Partnerships for the Goals	Collaborations with WHO, Gavi, universities, and NGOs.

		Governance and Ethical Practices: The Company follows the highest standard of corporate governance and ethical practices. The Company has a strong governance system to ensure regulatory compliance and internal compliances. The corporate governance system has a detailed set of practices, processes and regulations to meet the interests of all our stakeholders. The Company has a Board of Directors ('Board') that have leaders having a broad spectrum in terms of perspective, experience, expertise, gender, and culture, enriching our Company. Our Board members have rich experience of corporate functions and guide our efforts to achieve our business and sustainability goals. The Board has a committee viz. Risk Management Committee to identify the potential risks, suggest ways and strategies to mitigate these risks. As part of long-term strategy, the Company also aims to implement robust ESG program in detailed and in a quantifiable manner to evaluate the impact on the environment, society, and governance practices arising from its day-to-day business activities by prioritizing ESG issues, developing an ESG Strategy, integrating ESG strategy with business strategy developing a robust ESG governance process and evaluation of ESG performance and monitoring.
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).	The business responsibility policies of the Company are broadly managed by the Board of Directors, Chairman and Managing Director, Director Technical & Compliances and the concerned departmental head(s).
9.	Does the entity have a specified Committee of the Board / Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, the Company has a Risk Management Committee of the Board of Directors which is also responsible to oversee all aspects of sustainability and ESG.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board / Any other Committee									Frequency (Annually / Half yearly/ Quarterly/ Any other - please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Committee of the Board or authorized team members									Periodically / Need based								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Committee of the Board or authorized team members									Ongoing basis								

		P1	P2	P3	P4	P5	P6	P7	P8	P9
11.	Has the entity carried out independent assessment / evaluation of the working of its policies by an external agency? (Yes / No). If yes, provide name of the agency.	No, the Company does not conduct an independent assessment using external agencies, however, it internally reviews the working of the above mentioned policies.								
12.	If answer to Question (1) above is "No" i.e. not all principles are covered by a policy, reasons to be stated.	NA								

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable

Essential Indicators:

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors Key Managerial Personnel	5	The Company conducts awareness programmes for its Board of Directors at regular intervals which covers topics such as ESG parameters and targets, corporate governance practices, various other industry, business and regulatory updates	100%
Employees other than BoD and KMPs Workers	470	The employees / workers undergo various trainings / awareness sessions such as induction training at the time of joining and leadership, policy, technical and compliance training during the course of employment.	100%

2. Details of fines / penalties / punishment / award/ compounding fees / settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies / judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI LODR Regulations, 2015 and as disclosed on the entity's website):

Monetary

	NGRBC Principle	Name of the regulatory / enforcement agencies / judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty / Fine	NA	NA	Nil	NA	NA
Settlement	NA	NA	Nil	NA	NA
Compounding fee	NA	NA	Nil	NA	NA

Non - Monetary

	NGRBC Principle	Name of the regulatory / enforcement agencies / judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	NA	NA	NA	NA
Punishment	NA	NA	NA	NA

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory / enforcement agencies / judicial institutions
NA	NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy?

   Yes, the Company has an anti-corruption policy. The Company is committed to conduct all aspects of its business in keeping with the highest legal and ethical standards and expects all its employees and other persons acting on its behalf to uphold this commitment. Accordingly, the Company has adopted a Zero-Tolerance approach to bribery and corruption. In accordance with this commitment, the Company has adopted Anti-Corruption Policy ('Policy') which clearly specifies this intent of the Company and is applicable to all the directors, officers, employees, agents, representatives and other associated persons of the Company (collectively "Company Personnel").

Under this Policy, the adherence to this Policy, prevention, detection and reporting of any act of Bribery or Corruption is the responsibility of all the employees of the Company. All the employees are required to avoid any activity that might lead to or suggest a breach of this Policy. In terms of the Policy, any gift or entertainment which is not proportionate and reasonable and which is not consistent with the normal business practice of developing and maintaining business relationship should not be accepted or offered. The Anti-Corruption Policy is available on website of the Company under the link, https://media.panaceabiotec.com/policy/2019/Anti_Corruption_Policy.pdf.

5. Number of Directors / KMPs / employees / workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery / corruption

	FY 2024-25	FY 2023-24
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of complaints with regard to conflict of interest:

	FY 2024-25		FY 2023-24	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	NA	Nil	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	NA	Nil	NA

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators / law enforcement agencies / judicial institutions, on cases of corruption and conflicts of interest.

   Not Applicable.

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods / services procured)

Particulars	**FY 2024-25**	FY 2023-24
Number of days of accounts payable	230	166

9. Openness of business:

   Provide details of concentration of purchases and sales with trading houses, dealers and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameters	Metrics	**FY 2024-25**	FY 2023-24
Concentration of purchases	a. Purchases from trading houses as % of total purchases	Not Applicable	Not Applicable
	b. No. of trading houses where purchases are made from	N.A.	N.A.
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	N.A.	N.A.
Concentration of sales	a. Sales to dealers / distributors as % of total sales	10.99%	10.61%
	b. No. of dealers / distributors to whom sales are made	532	432
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	21.62%	22.16%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	0.02%	0.01%
	b. Sales (Sales to related parties / Total Sales)	0.00%	0.00%
	c. Loans & Advances (Loans & advances given to related parties / Total loans & advances)	81.24%	80.75%
	d. Investments (Investments in related parties / Total Investments made)	98.30%	98.30%

Leadership Indicators:

1. Does the entity have processes in place to avoid / manage conflict of interests involving members of the Board? (Yes / No). If Yes, provide details of the same.

   Yes, the Company's Code of Conduct requires all of its personnel including Board members to act in the best interest of the Company that they do not enter into any transaction or business or personal association which may involve any conflict of interest with the operations of the Company. In case of any actual or potential conflicts of interest, the concerned personnel including Board members are required to make disclosures of such conflicts and seek appropriate approvals as required by applicable law and as per the Company's policies.

   The Company has adopted a Policy for Related Party Transactions. In terms of the said policy, all the Related Party Transactions are in the ordinary course of business and on arm's length basis and are approved by the Audit Committee (Independent Directors), Board and Shareholders, wherever required.

Business Responsibility & Sustainability Report

The Board members give disclosure of interest in other persons / entities annually as well as whenever there is a change and the same is placed before the Board for its information. The Audit Committee of the Board of Directors evaluates and approves all related party transactions as per the requirements of the Policy on Related Party Transactions as approved by the Board. All contracts / arrangements / transactions entered by the Company during the year under review with the related parties were approved by the Audit Committee and the Board of Directors and were undertaken in the ordinary course of business and on an arm's length basis.

Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators:

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2024-25	FY 2023-24	Details of improvements in environmental and social impacts
R&D	100%	100%	The R&D expenditure incurred on various technologies is focused on improving the environmental or social impacts of the Company's products / processes.
Capex*	25.8%	2.85%	Equipments purchased for R&D.

*Including capital work in progress.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes / No): Yes.

   b. If yes, what percentage of inputs were sourced sustainably?

   100%. The Company majorly sources its input materials from the suppliers abiding by Company's Code of Conduct as applicable to them. The Company is in the process of upgrading its internal systems to capture this data point.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging), (b) E-waste (c) Hazardous waste and (d) Other waste

   Due to the nature of the Company's business, the Company does not reclaim any products for reusing, recycling and dispose these items at the end of life for plastics, e-waste, hazardous and other wastes, as it is not applicable.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

   Yes, the Company has implemented a robust system for collecting and recycling plastic waste including multi-layered packaging generated due to its products as per the EPR regulations. The recycling and disposal of the reclaimed plastics (including packaging) is carried out as per the Government rules and the provisions of the Plastic Waste Management Rules. We have engaged a waste management agency to collect and recycle plastic waste in accordance with regulatory norms.

Principle 3 : Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators:

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees:											
Male	638	638	100%	638	100%	NA	NA	NA	NA	396	62%
Female	126	126	100%	126	100%	126	100%	NA	NA	90	71%
Total	764	764	100%	764	100%	126	16%	NA	NA	486	64%
Other than Permanent employees:											
Male	0	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	0	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	0	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers:											
Male	524	524	100%	524	100%	NA	NA	NA	NA	474	90%
Female	2	2	100%	2	100%	2	100%	NA	NA	2	100%
Total	526	526	100%	526	100%	2	0.38%	NA	NA	476	90%
Other than Permanent workers:											
Male	158	0	0%	0	0%	NA	NA	NA	NA	NA	NA
Female	18	0	0%	0	0%	18	100%	NA	NA	18	100%
Total	176	0	0%	0	0%	18	10.23%	NA	NA	18	10.23%

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format

	FY 2024-25	FY 2023-24
Cost incurred on well-being measures as a % of total revenue of the Company	1.80%	1.29%

2. Details of retirement benefits:

	FY 2024-25			FY 2023-24		
Benefits	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
Provident Fund (PF)	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
Employees' State Insurance (ESI)	2.88%	59.70%	Y	2.00%	66.00%	Y

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the premises / offices of the Company are accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the Company follows the policy of equal opportunity employer as per the Rights of Persons with Disabilities Act, 2016.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NA	NA	NA	NA
Female	100%	100%	100%	100%
Total	100%	100%	100%	100%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

	Yes / No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes. The Company provides a grievance redressal procedure as part of its Whistle Blower Policy and encourages all its employees and workers to report any instances of unethical behaviour, incidents, fraud, or violations. The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. Employees / workers can file any complaints / grievances related to sexual harassment under this mechanism. Further, all the employees are informed that the Whistle Blower Policy can be accessed from the Company's website under investor relation section, regardless of their work location. The Chairman of the Audit Committee oversees the proper functioning of the whistleblower mechanism.
Other than Permanent Workers	-do-
Permanent Employees	-do-
Other than Permanent Employees	-do-

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	**FY 2024-25**			FY 2023-24		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees:						
Male	638	0	0%	569	0	0%
Female	126	0	0%	96	0	0%
Total	764	0	0%	665	0	0%
Total Permanent Workers:						
Male	524	0	0%	480	0	0%
Female	2	0	0%	1	0	0%
Total	526	0	0%	481	0	0%

Business Responsibility & Sustainability Report

8. Details of training given to employees and workers:

Category	FY 2024-25					FY 2023-24				
	Total (A)	On Health and Safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees:										
Male	638	638	100%	638	100%	569	569	100%	569	100%
Female	126	126	100%	126	100%	96	96	100%	96	100%
Total	764	764	100%	764	100%	665	665	100%	665	100%
Workers:										
Male	524	524	100%	524	100%	480	480	100%	480	100%
Female	2	2	100%	2	100%	1	1	100%	1	100%
Total	526	526	100%	526	100%	481	481	100%	481	100%

9. Details of performance and career development reviews of employees and workers:

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees:						
Male	638	638	100%	569	569	100%
Female	126	126	100%	96	96	100%
Total	764	764	100%	665	665	100%
Workers:						
Male	524	524	100%	480	480	100%
Female	2	2	100%	1	1	100%
Total	526	526	100%	481	481	100%

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes / No). If yes, the coverage of such system?

Yes, the Company has implemented an occupational health and safety management system in place. The system covers all its employees, contract workers and others working with the Company to ensure that the Company meets its legal obligations and provides a safe and healthy working environment for its employees.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The Company undertakes periodic reviews to monitor compliance and identify and assess work-related hazards in a timely manner. The Company also provides Environment Health and Safety (EHS) training to all its personnel. The Company's process safety management system supports the implementation of best safety practices. Identification of potential risks are also undertaken through designed checklists, Hazard and Operability Studies (HAZOP), Hazard Identification and Risk Assessment (HIRA) and other consequence modelling studies.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks? (Yes / No)

Yes.

d. Do the employees / workers of the entity have access to non-occupational medical and healthcare services? (Yes / No)

Yes, the Company provides its employees and workers with non-occupational medical and healthcare services. Moreover, the Company ensures that all of its employees and workers have access to medical insurance.

11. Details of safety related incidents, in the following format:

Safety Incident / Number	Category	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	Nil	Nil
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	Nil	Nil
No. of fatalities	Employees	Nil	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	Nil	Nil

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

The Company fosters an environment that ensures a safe and healthy workplace for all its employees & workers and third party employees who work in its premises. It promotes continuous identification and monitoring of hazards and controlling risks whilst making sure that the risk controls in place are effective.

Further, the Company is committed to upholding legal and regulatory standards concerning pollution control, worker safety, and the health of employees, workers and contract workers. The EHS team plays an active role in promoting waste reduction, reuse, and recycling efforts. All production facilities are certified under ISO 14001 and ISO 45001, ensuring thorough environmental and safety management. The Company's health and safety system extend to all internal and external stakeholders, including its employees, workers, suppliers, and contract workers and serves as a comprehensive statement addressing essential work-related issues. In terms of fire safety, all manufacturing plants have well-established fire protection and prevention systems.

13. Number of Complaints on the following made by employees and workers:

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working conditions	Nil	Nil	N.A.	Nil	Nil	N.A.
Health & Safety	Nil	Nil	N.A.	Nil	Nil	N.A.

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

In case any case is reported, the observations of the audit are recorded, corrective actions planned and tracked. The feedback is provided to the auditing agency for their agreement.

Leadership Indicators:

1. Does the entity extend any life insurance or any compensatory package in the event of death of:

(A) Employees (Y / N) : Yes, the Company has group insurance accidental policy

(B) Workers (Y / N) : - do -

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

The Company obtains necessary proofs from the value chain partners in respect of the statutory dues deducted and deposited by them.

3. Provide the number of employees / workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been / are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees / workers		No. of employees / workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-25	FY 2023-24	**FY 2024-25**	FY 2023-24
Employees	Nil	Nil	Nil	Nil
Workers	Nil	Nil	Nil	Nil

Principle 4 : Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators:

1. Describe the processes for identifying key stakeholder groups of the entity.

The Company regularly engages with a number of stakeholders including employees, shareholders, customers, suppliers, government agencies, industry associations, not for profit organizations and communities. The Company identifies key stakeholders group on the basis of industry dynamic, business model and the influence and impact they have on the Company.

Business Responsibility & Sustainability Report

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes / No)	Channels of communication (E-mail, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, Other)	Frequency of engagement (Annually / Half yearly / Quarterly / others, please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	Leadership development training, Performance Evaluation, Continuous Feedback, Employee induction, Emails communications.	Periodical / need based	Training and development of employees, health and safety, career growth and quality of work & life.
Shareholders	No	Annual Reports, Quarterly Results, Company Website and intimation to Stock exchanges	Quarterly / annual / need based	Transparency, Good Governance, building reputation and brand image
Customers	No	Virtual meetings / email communications / visits	Need based	Market opportunities, business growth, end customer feedback, business forecast
Suppliers	No	Virtual meetings / email communications / visits	Need based	Supply chain matter, quality compliance, forecast and delivery of products
Government agencies	No	Applicable reports, intimations, virtual / physical meetings	Periodical / need based	Ensuring timely compliance with applicable laws, industry matters
Local communities	No	Interaction with community Members	Need based	Addressing any specific issues, creating awareness, local employment generation

Principle 5: Businesses should respect and promote human rights

Essential Indicators:

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	**FY 2024-25**			FY 2023-24		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
Employees:						
Permanent	764	474	62%	665	399	60%
Other than permanent	0	NA	NA	0	NA	NA
Total Employees	764	474	62%	665	399	60%
Workers:						
Permanent	526	347	66%	481	289	60%
Other than permanent	176	92	52%	156	80	51%
Total Workers	702	439	63%	637	369	58%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	**FY 2024-25**					FY 2023-24				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees:										
Permanent										
Male	638	9	1.4%	629	98.6%	569	2	0.3%	567	99.7%
Female	126	1	0.8%	125	99.2%	96	0	0.0%	96	100.0%
Other than permanent										
Male	0	NA	NA	NA	NA	0	NA	NA	NA	NA
Female	0	NA	NA	NA	NA	0	NA	NA	NA	NA
Workers:										
Permanent										
Male	524	138	26.3%	386	73.7%	480	56	12.0%	424	88.0%
Female	2	1	50.0%	1	50.0%	1	0	0.0%	1	100.0%
Other than permanent										
Male	158	158	100.0%	0	NA	150	150	100.0%	0	NA
Female	18	18	100.0%	0	NA	6	6	100.0%	0	NA

3. Details of remuneration / salary / wages:

a. Median remuneration / wages:

(₹ in million)

	Male		Female	
	Number	Median remuneration / salary / wages of respective category	Number	Median remuneration / salary / wages of respective category
Board of Directors (BoD)	4	6.20	0	NA
Key Managerial Personnel (KMP)	2	9.30	0	NA
Employees other than BoD and KMP	635	0.61	126	0.48
Workers	521	0.28	2	0.20

b. Gross wages paid to females as a % of total wages paid by the entity:

Particulars	**FY 2024-25**	FY 2023-24
Gross wages paid to females as a % of total wages	10.64%	8.62%

4. Do you have a focal point (Individual / Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes / No)

Yes, the Company's Human Engagement Department is responsible for monitoring and addressing human rights impacts and issues. As part of its human resource policy, the Company expects all its key stakeholders to respect and comply with the policy principles, as well as all applicable laws and regulations, across the organization.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company has zero-tolerance for any breaches of human rights and it strives to protect and promote these rights for all its employees and other stakeholders. The human rights related issues can be addressed through the open channels of communication and through the mechanism prescribed under the Company's Whistle Blower Policy.

6. Number of Complaints on the following made by employees and workers:

Category	**FY 2024-25**			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	-	-	-	-	-	-
Discrimination at workplace	-	-	-	-	-	-
Child Labour	-	-	-	-	-	-
Forced Labour / Involuntary Labour	-	-	-	-	-	-
Wages	-	-	-	-	-	-
Other human rights related issues	-	-	-	-	-	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Particulars	**FY 2024-25**	FY 2023-24
Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	-	-
Complaints on POSH as a % of female employees / workers	-	-
Complaints on POSH upheld	-	-

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company is committed to and follows the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The Whistle Blower Policy and the Prevention of Sexual Harassment (POSH) Policy ensures the protection of the concerned individual(s) and safeguard them at work against any retaliation or reprisal. The Company proceeds with the corrective measures after assuring the confidence in the complaint raised is genuine and not made in the spirit of damaging someone's reputation, which prevents adverse consequences of false allegations.

9. Do human rights requirements form part of your business agreements and contracts? (Yes / No)
Yes

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced / involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%

Business Responsibility & Sustainability Report

All the locations under the entity are assessed by the entity on the above parameters, complying with the requirements of the Shops and Establishments Act for offices, and the Factories Act at plants and R&D centres.

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

    No significant risks / concerns were noted during the assessments as mentioned above.

Principle 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators:

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	**FY 2024-25**	FY 2023-24
From renewable sources (in Giga Joules)		
Total electricity consumption (A)	Nil	Nil
Total fuel consumption (B)	Nil	Nil
Energy consumption through other sources (C)	65,248.72	59,153.53
Total energy consumed from renewable sources (A+B+C)	65,248.72	59,153.53
From non-renewable sources (in Giga Joules)		
Total electricity consumption (D)	83,867.53	86,331.81
Total fuel consumption (E)	12,855.90	11,797.09
Energy consumption through other sources (F)	3,942.38	25,052.68
Total energy consumed from non-renewable sources (D+E+F)	1,00,665.81	123,181.49
Total energy consumed (A+B+C+D+E+F) (in Giga Joules)	1,65,914.54	182,335.02
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations in ₹ Million)	53.55	50.74
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	N.A.	N.A.
Energy intensity in terms of physical Output	N.A.	N.A.
Energy intensity (optional) – the relevant metric may be selected by the entity	N.A.	N.A.
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	N.A.	N.A.

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

   No, none of the facilities have been identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	**FY 2024-25**	FY 2023-24
Water withdrawal by source (in kilolitres)		
(i) Surface water	Nil	Nil
(ii) Ground water	173,701	157,315
(iii) Third party water	Nil	Nil
(iv) Seawater / desalinated water	Nil	Nil
(v) Others	Nil	Nil
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	173,701	157,315
Total volume of water consumption (in kilolitres)	173,701	157,315
Water intensity per rupee of turnover (Total Water consumption / Revenue from operations in ₹ Million)	56.06	43.75
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	N.A.	N.A.
Water intensity in terms of physical output	N.A.	N.A.
Water intensity (optional) – the relevant metric may be selected by the entity	N.A.	N.A.

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

4. Provide the following details related to water discharged:

Parameter	**FY 2024-25**	FY 2023-24
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	Nil	Nil
- No treatment		
- With treatment – please specify level of treatment		
(ii) To Groundwater	32,983.00	35,479.20
- No treatment		
- With treatment – please specify level of treatment		
(iii) To Seawater	Nil	Nil
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties	Nil	Nil
- No treatment		
- With treatment – please specify level of treatment		
(v) Others	Nil	Nil
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres)	32,983.00	35,479.20

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N), if yes, name of the external agency.

No

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

No, the Company has not implemented a mechanism for Zero Liquid Discharge.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Unit	**FY 2024-25**	FY 2023-24
NOx	ug/m^3	14.7	23.1
SOx	ug/m^3	8.6	20.7
Particulate matter (PM)	ug/m^3	7.9	79.8
Persistent organic pollutants (POP)		-	-
Volatile organic compounds (VOC)		-	-
Hazardous air pollutants (HAP)		-	-
Others – please specify	ug/m^3	-	51.6

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	**FY 2024-25**	FY 2023-24
Total Scope 1 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	1,797.85	-
Total Scope 2 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	15,986.05	-
Total Scope 1 and Scope 2 emissions intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)		5.74	-
Total Scope 1 and Scope 2 emissions intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)		N.A.	N.A.
Total Scope 1 and Scope 2 emissions intensity in terms of physical output		N.A.	N.A.
Total Scope 1 and Scope 2 emissions intensity (optional – the relevant metric may be selected by the entity)		N.A.	N.A.

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

Business Responsibility & Sustainability Report

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

   No, the entity does not have any project related to reducing Green House Gas emission.

9. Provide details related to waste management by the entity, in the following format:

Parameter	**FY 2024-25**	FY 2023-24
Total Waste generated (in metric tonnes)		
Plastic waste (A)	19.78	119.00
E-waste (B)	3.88	2.87
Bio-medical waste (C)	44.80	48.62
Construction and demolition waste (D)	216	Nil
Battery waste (E)	Returned to vendors under buyback policy	Returned to vendors under buyback policy
Radioactive waste (F)	Nil	Nil
Other Hazardous waste, if any (G):		
• Drums (in nos.)	608	3,777
• Other waste - Used oil (in metric tonnes)	0.30	2.78
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector):		
• Drums (in Nos.)	0	1,354
• Other waste (in metric tonnes)	775	323.86
Total (A+B + C + D + E + F + G + H)	1,059.76 metric tonnes and 608 Drums	497.13 metric tonnes and 5,131 Drums

Parameter	**FY 2024-25**	FY 2023-24
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations in ₹ Million)	0.34	0. 14
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	N.A.	N.A.
Waste intensity in terms of physical output	N.A.	N.A.
Waste intensity (optional) – the relevant metric may be selected by the entity	N.A.	N.A.
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	19.78 (Plastic waste)	119.00 (Plastic waste)
(ii) Re-used	0.30	2.78
(iii) Other recovery operations	Nil	Nil
Total	20.10	121.78
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	44.80	48.62
(ii) Landfilling	7.75	41.81
(iii) Other disposal operations	Nil	Nil
Total	52.54	90.43

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

    The Company has a robust waste management system in place. The Company takes responsibility for collecting plastic waste and ensures its recycling through a third-party vendor. The Company has established a matrix for product waste generations and disposal methods to ensure the zero environmental burden. The Company has all the required approvals and authorizations for recycling, landfills, incineration of the waste materials in accordance with the governmental rules and regulations. Hazardous waste, bio-medical waste, e-waste, and other categories of waste are stored in dedicated areas. These areas are designed with impervious flooring to prevent soil contamination, adhering to the respective waste management rules. Each type of waste is properly labelled and stored. The Company maintains proper records to maintain the data and movement of the waste. The Company ensures that all hazardous waste is disposed of at a Pollution Control Board authorized common treatment, storage, and disposal facility (CTSDF). The method of disposal, whether landfilling or incineration, is determined based on the fingerprint analysis of the waste.

11. If the entity has operations / offices in / around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations / offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Not Applicable, as the Company does not have any material operations in / around ecologically sensitive areas.			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
No environmental impact assessment carried out during financial year 2024-25.					

13. Is the entity compliant with the applicable environmental law / regulations / guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, and Environment Protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non- compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
NA				

The Company is compliant with the applicable environmental law / regulations / guidelines in India; such as the Water (Prevention and Control of Pollution) Act, the Air (Prevention and Control of Pollution) Act, and the Environment Protection Act and Rules thereunder.

Leadership Indicators:

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):
For each facility / plant located in areas of water stress, provide the following information:
(i) Name of the area: Lalru (Punjab), Baddi (Himachal Pradesh) and Delhi
(ii) Manufacture and/or Research & Development of Vaccines
(iii) Water withdrawal, consumption and discharge in the following format:

Parameter	**FY 2024-25**	FY 2023-24
Water withdrawal by source (in kilolitres)		
(i) Surface water	Nil	Nil
(ii) Groundwater	1,73,701	1,57,315
(iii) Third party water	Nil	Nil
(iv) Seawater / desalinated water	Nil	Nil
(v) Others	Nil	Nil
Total volume of water withdrawal (in kilolitres)	1,73,701	1,57,315
Total volume of water consumption (in kilolitres)	1,73,701	1,57,315
Water intensity per rupee of turnover (Water consumed / turnover in ₹ Million)	56.06	43.75
Water intensity (Optional / the relevant metric may be selected by the entity)	NA	NA
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water	Nil	Nil
- No treatment		
- With treatment-please specify level of treatment		
(ii) Into Groundwater	Nil	Nil
- No treatment		
- With treatment-please specify level of treatment		
(iii) Into Seawater	Nil	Nil
- No treatment		
- With treatment-please specify level of treatment		
(iv) Sent to third-parties	Nil	Nil
- No treatment		
- With treatment		
(v) Others	Nil	Nil
- No treatment		
- With treatment-please specify level of treatment		
Total water discharged (in kilolitres)	Nil	Nil

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

Business Responsibility & Sustainability Report

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	**FY 2024-25**	FY 2023-24
Total Scope 3 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	-	-
Total Scope 3 emissions per rupee of turnover		NA	NA
Total Scope 3 emissions intensity (Optional) – the relevant metric may be selected by the entity		NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not applicable. Since, the Company does not have any operations in ecologically sensitive areas.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

S. No.	Initiative undertaken	Details of the initiative (Web-link, if any, along-with summary)	Outcome of the initiative		
i)	The project activity involving fuel switch from fossil fuel (FO) to biomass briquettes has been undertaken at Baddi & Lalru location.	The main purpose of appropriately using biomass (a renewable fuel) for steam generation: - Avoiding the burning of fossil fuels furnace oil (FO) - Generation of steam in an environmentally friendly manner. - Reduction in greenhouse gas (GHG) i.e. CO_2 emissions	Estimated amount of emission reductions over 10 years period		
			Location	CO_2e Ton.	Remarks
			Baddi	31,140	Commissioned
			Lalru	34,370	Commissioned
			Total	65,510	

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words / web link.

Yes, the Company has developed a robust business continuity and disaster management plan to restore the operation in the shortest possible term in case of any disasters with the objective of ensuring business continuity.

This business continuity plan enables the Company to adapt in situations arising from any natural calamity or an unprecedented event which may disrupt the business operations. The Company continuously enhances its existing plan by incorporating interferences and observations from disruptions faced in the unprecedented situations. Further, the Company's risk management plan enables the minimisation of disaster-linked losses, by assessing the potential major disruption with its consequent risks to the business and by providing the appropriate mitigation action plans.

The purpose of the program is to maintain a continuing state of emergency readiness and response. The plan would be invoked to manage all emergencies using all the available resources effectively in order to ensure smooth business operations and to protect life and property.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

The Company has not experienced any significant adverse impact incidents on the environment arising from the supply chain during the reporting period.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

None.

8. Green credits generated or procured by the listed entity and its top -10 value chain partners.

None.

Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators:

1. a. Number of affiliations with trade and industry chambers / associations.

During the year, the Company had active affiliations with 7 (Seven) trade and industry chambers / associations.

b. List the top 10 trade and industry chambers / associations (determined based on the total members of such body) entity is a member of / affiliated to.

S. No.	Name of the trade and industry chambers / associations	Reach of trade and industry chambers / associations (State / National)
1	Indian Pharmaceutical Alliance	National
2	The Indian Drug Manufacturers Association	National
3	Confederation of Indian Industry	National
4	Delhi Chamber of Commerce	State
5	Federation of Indian Export Organisation (FIEO)	National
6	Pharmaceuticals Export Promotion Council of India	National
7	Developing Countries Vaccine Manufacturers Network	International

2. Details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

   During the financial year 2024-25, there were no adverse orders against the Company related to anti-competitive conduct.

Principle 8: Businesses should promote inclusive growth and equitable development

Essential Indicators:

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

   The Company did not have any mandatory requirement of SIA for any of its projects.

2. Information on project(s) for which ongoing Rehabilitation and Resettlement (R&R), being undertaken by your entity:

   Not Applicable

3. Describe the mechanisms to receive and redress grievances of the community.

   The Company interacts with local community members to understand their grievances, if any, and act upon them accordingly.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2024-25	FY 2023-24
Directly sourced from MSMEs / small producers	7.64%	4.89%
Sourced directly from within the district and neighbouring districts	3.37%	3.76%

5. Job creation in smaller towns - disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	**FY 2024-25**	FY 2023-24
Rural	-	-
Semi-urban	57.51%	60.13%
Urban	-	-
Metropolitan	42.49%	39.87%

(place to be categorised as per RBI Classification System – Rural / Semi-urban / Urban / Metropolitan)

Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators:

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

   The Company has established a comprehensive complaint management process to address any product quality complaints received by it. The Company may receive a product quality complaint either directly or through a third-party. As soon as the complaint is received, it is registered in the Company's system, acknowledged, and a preliminary assessment is initiated. Along with the initial evaluation, a follow-up is initiated for requesting the complaint sample and any additional information to facilitate the preliminary assessment and the investigation. A remedial corrective and preventive action plan is launched after the investigation is completed and the root cause is determined. A complaint summary report is also prepared at the same time. The complaint is finally closed after a final risk assessment is completed and a response is delivered to the complainant. Any market actions for the impacted product are considered and may be communicated with the local regulatory authorities depending on local requirements. The Company has a pharmacovigilance policy and mechanism in place, which is supported by a competent team and third-party consultants, committed to responding to patient safety concerns and incidents.

2. Turnover of products and/or services as a percentage of turnover from all products / service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	-
Safe and responsible usage	100%
Recycling and/or safe disposal	-

Business Responsibility & Sustainability Report

3. Number of consumer complaints in respect of the following:

	FY 2024-25			FY 2023-24		
	Received during the year	Pending resolution at the end of year	Remarks	Received during the year	Pending resolution at the end of year	Remarks
Data privacy	Nil	Nil	NA	Nil	Nil	NA
Advertising	Nil	Nil	NA	Nil	Nil	NA
Cyber-security	Nil	Nil	NA	Nil	Nil	NA
Delivery of essential services	Nil	Nil	NA	Nil	Nil	NA
Restrictive Trade Practices	Nil	Nil	NA	Nil	Nil	NA
Unfair Trade Practices	Nil	Nil	NA	Nil	Nil	NA
Other	Nil	Nil	NA	Nil	Nil	NA

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	Nil	NA
Forced recalls	Nil	NA

5. Does the entity have a framework / policy on cyber security and risks related to data privacy? (Yes / No) If available, provide a web-link of the policy.

   Yes, the Company has a Cyber Security Governance framework in place to manage data privacy and cyber security. To ensure the cyber security it uses antivirus, antispyware protection and firewalls to protect against any possible breach. In today's digital age, safeguarding information privacy has become a paramount concern for businesses. For maintaining data privacy and security, the Company uses remote data back-ups, latest versions of software through secured computers and servers to mitigate the technology risks. The framework on data privacy and cyber security is internally available to the relevant stakeholders on the intranet

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

   Not applicable.

7. Provide following information relating to data breaches:

   a. Number of instances of data breaches: Nil

   b. Percentage of data breaches involving personally identifiable information of customers: Not Applicable

   c. Impact, if any, of the data breaches: Not Applicable

For and on behalf of the Board of
Panacea Biotec Limited

Sd/-
Dr. Rajesh Jain
Chairman and Managing Director

Place : New Delhi
Date : August 14, 2025

Report on Corporate Governance

1. Company's Philosophy on Corporate Governance

At Panacea Biotec, corporate governance reflects in its value system encompassing its culture, policies, and relationships with its shareholders and the commitment to values with an aim to develop a culture of the best management practices and compliances coupled with the highest standards of integrity, transparency, accountability and ethics in all business matters. The Company believes that the principles of Corporate Governance are based on transparency, accountability and focus on the sustainable success of the Company over the long-term. Corporate Governance is the key attribute in ensuring commitment to values, ethical business conduct, investors' protection, excellent work environment leading to highest standards of management and maximization of everlasting long-term values. Panacea Biotec beholds Corporate Governance measures as an integral part of business which adds to considerable internal and external values and contributes to business growth.

The Company's philosophy on corporate governance is founded upon a rich legacy of fair, ethical and transparent governance practices, many of which were in place even before they were mandated by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour.

Panacea Biotec's corporate governance framework comprises of a formal system of control and administration that helps the management to take prudent decisions whilst in the interest of the stakeholders, and at the same time enables the Company to utilise its resources in a systematic and effective manner. We consider stakeholders as partners in our success and remain committed to maximizing stakeholders' value. We continuously strive to enhance our governance practices in line with global best standards, fostering a culture of trust, responsibility, and performance.

Panacea Biotec's focus is not only to ensure compliance with the requirements as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") regarding corporate governance but is also committed to sound corporate governance principles & practices and constantly strives to adopt emerging best corporate governance practices being followed worldwide. The Company's philosophy on Corporate Governance is thus linked with the ethics, values and morals of the Company and its directors who are expected to act in the best interests of the Company and remain accountable to members and other beneficiaries for their actions and properly comply with all the applicable legal and regulatory requirements.

2. Board of Directors

The Board of Directors ("Board") plays a crucial role in providing leadership and strategic guidance to the Company's management. While fulfilling its fiduciary duties, the Board sets and reviews the Company's business objectives, oversees the implementation of strategic plans, and monitors overall performance on behalf of shareholders and other stakeholders.

The Company strongly believes that a proactive, well-informed, and independent Board is essential for upholding the highest standards of corporate governance. Such a Board brings transparency, accountability, and objectivity to the management process. Thus, the governance structure of the Company is multi-tiered, comprising of the Board of Directors, Board Committees, the Chairman and Managing Director, Joint Managing Director and Whole-time Directors.

The Board is an apex decision making body which comprises experts from various functions having rich knowledge and experience in the industry for providing strategic guidance and directions in running and managing the Company. The Chairman and Managing Director leads the Board and is responsible for its overall effectiveness.

a) Composition, Category & Size of Board: During the year under review and as on the date of this Report, the composition of the Board is in conformity with the applicable provisions of the Companies Act, 2013 ("Act") and Regulation 17(1) of the SEBI LODR Regulations, enjoining optimum combination of executive and non-executive directors, with not less than 50% of the Board comprising of non-executive directors and at least one-half comprising of independent directors. As on March 31, 2025, the Board comprised of 12 directors (including one woman director) - 5 executive directors, 1 non-executive non-independent director and 6 non-executive independent directors.

As on the date of this Report, the Board of the Company comprises of highly experienced persons of repute, eminence and has a good and diverse mix of executive and non-executive directors with majority of the Board members comprising of independent directors including independent Woman Director.

The Composition of the Board represents an optimal mix of professionalism, knowledge and experience that enables the Board to discharge its responsibilities and provide effective leadership to the business. The Board, as a part of its succession planning exercise, periodically reviews its composition to ensure that the same is closely aligned with the strategy and long-term needs of the Company.

b) Board functioning & procedure:

i) Background: With a view to institutionalize all corporate affairs and setting up systems and procedures for advance planning in matters requiring discussions and decisions by the Board, the Company has defined procedures for Board and Committee meetings.

The Board is committed to ensuring good governance through a self-governing style of functioning. The directors enjoy complete freedom to express their opinion. The decisions are taken based on consensus / majority arrived at after detailed discussions. The directors are free to bring up any matter for discussion at the Board and Committee Meetings.

ii) Frequency of Board Meetings and Selection of Agenda items: The Board meets at least once in a quarter, with a maximum time gap of 120 days between any two consecutive meetings, to discuss, review and approve the quarterly financial results / statements and other

Report on Corporate Governance

items of agenda, including the minimum information required to be placed before the Board as per Part A of Schedule II of the SEBI LODR Regulations. The Board also meets and conducts additional meetings as and when required and thought fit. The Committees of the Board usually meet a day prior or on the same day as the Board Meeting. The recommendations of the Committees are placed before the Board for necessary approval / noting. The dates for the Board and Committee Meetings are decided in advance and communicated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolution by circulation, as permitted by law, which are noted and confirmed in the subsequent meeting. Video / audio-conferencing facilities are also used to facilitate Directors travelling or located at other locations to participate in the Meetings.

The agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Chairman and Managing Director / Joint Managing Director of the Company. The agenda of the meeting along with relevant supporting documents and explanatory notes are made available to directors at least 7 (seven) days in advance of the meetings except for the meetings called at shorter notice, to facilitate meaningful and quality discussions during the meeting. Where it is not practicable to attach any document to the agenda, the same is shared before the meeting / tabled at the meeting with specific reference to this effect on the agenda. The Board members are at liberty to bring up any matter for discussions at the Board Meetings and the functioning of the Board is democratic. Update(s) on matters arising from previous meetings are placed at the succeeding meeting of the Board / Committees for discussions, approvals, noting, etc.

iii) Minimum Information placed before the Board Members: In addition to the regular business items, the Company provides the following information to the Board and/or Board Committees as and when required, either as part of the agenda papers or by way of presentations and discussion material during the meetings:

- Annual operating plans & budgets and any updates;
- Capital budgets and any updates;
- Quarterly results of the Company and its operating divisions or business segments;
- Minutes of meetings of Audit Committee and other Committees of the Board;
- Information on recruitment and remuneration of senior officers just below the Board level, including appointment or cessation of the Chief Financial Officer and the Company Secretary;
- Show cause, demand, prosecution notices and penalty notices, which are materially important;
- Fatal or serious accidents, dangerous occurrences and any material effluent or pollution problems;
- Any material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company;
- Any issue which involves possible public or product liability claims of substantial nature including any judgment or order which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that may have negative implications on the Company;
- Details of any joint venture or collaboration agreement, if any;
- Transactions, if any, that involve substantial payment towards goodwill, brand equity or intellectual property;
- Any significant labour problems and their proposed solutions;
- Any significant development in human resources / industrial relations front;
- Any sale of investments, subsidiaries, assets which are material in nature and not in the normal course of business;
- Quarterly details of foreign exchange exposures and the steps taken to limit the risks of adverse exchange rate movement, if material; and
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer, etc.

At the Board and Committee Meetings, apart from the Board Members and the Company Secretary, the Chief Financial Officer & their team members and the management team are invited to present the Company's performance in key areas such as the major business segments and their operations, subsidiaries and key functions.

iv) Recording Minutes of the Proceedings: The Company Secretary records the Minutes of the proceedings of each Board and Committee Meeting. Draft minutes of each Board / Committee meeting are circulated to the Board / Committee Members within 15 (fifteen) days of the meeting for their feedback / comments, if any, in writing on the draft minutes within 7 (seven) days from the date of circulation. The minutes of all the meetings are entered in respective Minutes Books within 30 (thirty) days from the conclusion of the Meeting and signed by the chairperson of the said meeting / next meeting. The copy of the signed Minutes, certified by the Company Secretary or in his absence by any Director authorised by the Board, are made available to all the Directors.

v) Post Meeting Follow-Up Mechanism: In adherence to good corporate governance, the important and significant decisions taken at the Board / Committee levels are promptly communicated to the concerned departments after the meetings. Moreover, the action taken in respect of such decisions is also reported in the form of a status report and is placed at the subsequent meeting of the Board / Committee for discussion and noting.

vi) Statutory Compliance of Laws: The Board periodically reviews the compliance report of the laws applicable to the Company as well as steps taken by the Company to rectify the instances of non-compliance, if any.

c) Board Meetings and attendance: During the financial year 2024-25, 4 (four) Board Meetings were held on May 30, 2024, August 14, 2024, November 13, 2024, and February 14, 2025. The quorum for the meeting of the Board of Directors is one-third of the Board of Directors or two Directors, whichever is higher. The requisite quorum was present for all the board meetings held during the financial year 2024-25.

The following table illustrates the attendance of directors at Board Meetings held during the financial year 2024-25 and last Annual General Meeting ("AGM") and number of their other directorships & committee memberships / chairmanships as on March 31, 2025:

S. No.	Name of Director[1] and Category of Directorship	No. of board meetings held during the tenure	Attendance at meetings during 2024-25		No. of Directorships[2] and Committee Memberships / Chairmanships[3] held in other companies			Name of the other listed Company(ies) in which director and Category of Directorship
			Board	AGM	Director-ships	Committee Memberships	Committee Chairmanships	
1.	Dr. Rajesh Jain, Promoter – CMD	4	4	No	4	0	0	Nil
2.	Mr. Sandeep Jain, Promoter – JMD	4	3	Yes	2	0	0	Nil
3.	Mr. Ankesh Jain, Promoter Group - WTD	4	3	No	2	1	0	Nil
4.	Mr. Harshet Jain, Promoter Group – WTD[4]	NA	NA	NA	0	0	0	Nil
5.	Dr. Sanjay Trehan, WTD[4]	NA	NA	NA	1	0	0	Nil
6	Mr. Narotam Kumar Juneja, Non-Executive Non-Independent Director – NENID[5]	4	3	Yes	1	1	0	Nil
7.	Mrs. Ambika Sharma, NEID	4	4	Yes	9	6	1	• LT Foods Limited – NEID • Indo Count Industries Limited - NEID • Waaree Renewable Technologies Limited - NEID • Kajaria Ceramics Limited NEID
8.	Mr. Bhupinder Singh, NEID[6]	2	0	No	NA	NA	NA	NA
9.	Mr. Krishan Kumar Jalan, NEID[7]	NA	NA	NA	6	7	4	• Asit C Mehta Financial Services Limited - NEID • PNC Infratech Limited - NEID • Titagarh Rail Systems Limited - NEID
10.	Mrs. Manjula Upadhyay, NEID[8]	4	3	Yes	3	1	-	Nil
11.	Mr. Mukul Gupta, NEID	4	4	Yes	0	0	0	Nil
12.	Dr. Rajender Pal Singh NEID[7]	NA	NA	NA	1	0	0	• Triveni Engineering and Industries Limited - NEID
13.	CA Rajesh Jain, NEID[9]	2	2	NA	6	8	5	• Sundrop Brands Limited – NEID • Federal Mogul Goetze (India) Limited- NEID
14.	Dr. Venkatesh Sarvasiddhi, NEID[7]	NA	NA	NA	1	0	0	-

Note:
1. CMD = Chairman and Managing Director, JMD = Joint Managing Director, WTD = Whole-time Director, NENID = Non-Executive Non Independent Director, NEID = Non-Executive Independent Director.
2. Excludes directorship in foreign companies, membership of managing committees of various chambers / bodies / Section 8 companies and the Company.
3. In accordance with Regulation 26(1) of the SEBI LODR Regulations, memberships / chairmanships of only Audit Committee and Stakeholders' Relationship Committee in all the companies (excluding the Company) have been taken into account.
4. Appointed as Whole-time Directors w.e.f. 14.02.2025.
5. Ceased to be the director on 31.03.2025 upon completion of tenure.
6. Ceased to be the director on 16.10.2024 due to his sad demise.
7. Appointed as an Independent Director w.e.f. 14.02.2025 and invited to attend subsequent meetings only.
8. Ceased to be the director on 29.03.2025 upon completion of tenure.
9. Appointed as an Independent Director w.e.f. 13.11.2024.

Report on Corporate Governance

None of the directors on the Board is a member in more than 10 committees across all the public limited entities in which he / she is a director and/or acts as Chairman of more than 5 committees across all the listed entities in which he / she is a director. All non-independent directors on the Board are liable to retire by rotation.

None of the independent directors is serving as an independent director in more than 7 listed companies including Panacea Biotec Limited.

d) Disclosure of relationships between directors inter-se: Dr. Rajesh Jain, Chairman and Managing Director is elder brother of Mr. Sandeep Jain and father of Mr. Ankesh Jain and Mr. Harshet Jain. None of the other directors of the Company are related to each other.

e) Number of Shares held by Non-Executive Directors: Except CA Rajesh Jain, Independent Director, who holds 3,000 equity shares in the Company, none of the other non-executive directors hold any share in the Company.

f) Key qualifications, core skills, expertise and attributes available with the Board: In terms of the requirements of the SEBI LODR Regulations and in the context of the Company's business and activities, the Board has identified the following expertise / core skills / behavioural traits / competencies of the Directors:

- Knowledge: Specialization / Expertise in one or more fields of Science & Innovation, Research & Development, Finance & Accounts, Legal, Governance, Industry Knowledge, Risk Management, General Management.
- Skills: Business Leadership, Strategic Thinking / Planning Skills, Problem Solving Skills, Analytical Skills, Decision Making Skills.
- Behavioural Traits: Integrity, Genuine interest, Interpersonal Skills / Communication, Active Participation.

Based on the above-mentioned skill matrix, the skills which were available with the Board of Directors of the Company during the financial year 2024-25 are given below:

Name of the Directors	Knowledge: Whether the Specialization / Expertise in one or more fields is possessed by the Director of the Company						
	Science & Innovation, Research & Development	Finance & Accounts	Legal	Corporate Governance & Compliance	Industry Knowledge	Risk Management	General Management
Dr. Rajesh Jain, Promoter – CMD	√	√	√	√	√	√	√
Mr. Sandeep Jain, Promoter – JMD	√	√	√	√	√	√	√
Mr. Ankesh Jain, Promoter Group – WTD	√	√	√	√	√	√	√
Mr. Harshet Jain, Promoter Group - WTD	√	√	√	√	√	√	√
Mr. Narotam Kumar Juneja – NENID	√	-	-	√	√	√	√
Mrs. Ambika Sharma – NEID	-	√	-	√	√	√	√
Mr. Bhupinder Singh – NEID	-	√	-	√	√	√	√
Mr. Krishan Kumar Jalan – NEID	-	√	√	√	√	√	√
Mrs. Manjula Upadhyay – NEID	-	√	√	√	√	√	√
Mr. Mukul Gupta – NEID	-	√	√	√	√	√	√
Dr. Rajender Pal Singh - NEID	-	√	√	√	√	√	√
CA Rajesh Jain - NEID	-	√	√	√	√	√	√
Dr. Venkatesh Sarvasiddhi - NEID	√	√	-	√	√	√	√

The Company recognizes and embraces the importance of a diverse Board in its success. It believes that a truly diverse Board will leverage differences in thought, perspective, regional and industry experience, cultural and geographical background, age, ethnicity, gender, knowledge and skills including expertise in financial, global business, leadership, technology, mergers & acquisitions, Board service, strategy, sales and marketing etc. As far as skills, namely business leadership, strategic thinking / planning skills, problem solving skills, analytical skills, decision making skills and behavioural traits, namely integrity, genuine interest, interpersonal skills / communication and active participation are concerned, all the Directors of the Company possess the same.

The Board is satisfied that it is comprised of highly qualified members who possess the required skills, expertise, diversity and competencies which are required for the effective function of the Company and allow them to make effective contributions to the Board and its Committees. From time to time, few members of the Board have also received recognition from the Government, industry bodies and business associations for the contribution made in their respective areas of expertise.

g) Familiarization Programme for Independent Directors: The Company has established a Familiarization Programme for Independent Directors in terms of the provisions of the SEBI LODR Regulations. All new independent directors inducted into the Board, attend an orientation program. Further, at the time of the appointment of an independent director, the Company issues a formal letter of appointment outlining his / her role, functions, duties and responsibilities. The Board members are provided with necessary documents / brochures, reports and internal policies to enable them to familiarise themselves with the Company's procedures and practices. The Company believes that the Board should be continuously empowered with knowledge of the latest developments affecting the Company as well as the industry and to ensure the same, periodic presentations are made at the Board or Committee meetings on business and performance updates of the Company including finance, sales, marketing, etc. along with various changes in regulatory framework and its impact on the Company, etc.

In order to enable independent directors to understand and get acquainted with the operations of the Company, a plant visit was recently organised at Baddi and Lalru site in April 2025. During the said visit, independent directors met with senior officials of the plants and R&D Centre and got a detailed overview of facilities showcasing the Company's operations, capabilities of workforce including professionalism, industry best practices, highlighting potential synergies across the organisation.

Also, with a view to give insight of the Company's One-Stream Research Centre ("ORC"), a visit for the independent directors was organised on August 14, 2025. During the said visit, independent directors met with senior officials of ORC, wherein the directors were inter-alia informed about the Company's R&D capabilities for vaccine development, candidate vaccines in late stage of clinical development including DengiAll®, NuCoVac®11, projects in early stage of development and ongoing R&D projects at various stages of development.

The familiarization programme aims to help the Board members to understand the functions and operations of the Company, its management, its business model and business risks, nature of industry in which it operates, the regulatory challenges apart from their roles, rights, responsibilities in the Company, etc.

The Company's familiarization policy and the details of programme conducted for Board members including details of programs attended and hours spent by independent directors during financial year 2024-25 may be accessed on the Company's website at the link: https://www.panaceabiotec.com/en/section/information-repository/familiarization-programmes.

h) Confirmation regarding Independence: All the independent directors of the Company have confirmed that they meet the criteria of independence as stated in Section 149(6) of the Act and Regulation 16 of the SEBI LODR Regulations. Based on the confirmations / declarations / disclosures received from the independent directors and upon evaluation of the relationship disclosed, the Board confirms that in its opinion, the independent directors of the Company fulfill the conditions as specified in the Act and the SEBI LODR Regulations and are independent of the management.

i) Independent Director's databank registration: All the Independent Directors have confirmed that they have enrolled themselves in the Independent Directors' database maintained by the Indian Institute of Corporate Affairs. Requisite disclosures under Section 149(6) of the Act have also been received from the independent directors in this regard.

j) Separate Meeting of independent directors: For the Board to exercise free and fair judgment in all matters related to the functioning of the Company as well as the Board, it is important for the independent directors to have meetings without the presence of the executive directors and management personnel.

During the financial year under review, in terms of Schedule IV to the Act read with the Rules thereunder and Regulations 25(3) of the SEBI LODR Regulations, one meeting of independent directors was held on August 14, 2024, without the presence of non-independent directors or members of the management of the Company. All of the then independent directors except Mr. Bhupinder Singh, were present during the above said meeting mainly to discuss the issues arising out of the Committee and Board Meetings including performance of the Company and risks faced by it, the flow of information between the Company's management and the Board, competition, strategy, leadership strengths and weaknesses, governance, compliance, Board movements and also to review the performance of the non-independent directors including Chairman and the Board as a whole. They also provided feedback to the Board about the key elements that emerge out of the meeting.

k) Code of Conduct: The Board has laid down a Code of Conduct for all the Board Members, Senior Management Personnel and other employees of the Company which gives guidance and support needed for ethical conduct of business and compliance of law. The said Code has been communicated to the directors, senior management personnel and other employees of the Company and is also available on the website of the Company and can be accessed through the link: https://www.panaceabiotec.com/en/section/information-repository/policy.

Declaration from the Chairman and Managing Director confirming that the Company has received affirmations from the Board members and the senior management personnel regarding compliance of Code of Conduct during the year under review, is annexed as **Annexure - I** and forms part of this Report.

l) Succession Planning: The Company believes that a sound succession plan for the Board Members and Senior Management is vital for creating a robust future for the Company. The Nomination and Remuneration Committee of the Company plays an instrumental role in the development of a diverse pipeline for succession thereby ensuring that the Company has a strong, diverse and high performing Board and Management now and in the future.

The Company strives to maintain an appropriate balance of skills and experience within the organization and the Board in an endeavour to introduce new perspectives while maintaining experience and continuity. By integrating workforce planning with strategic business planning, the Company puts the necessary financial and human resources in place so that its objectives can be met.

The Board members also bring to the table their broad and diverse skills and viewpoints to aid the Company in advancing its strategy. In addition, promoting senior management within the organization fuels the ambitions of the talent force to earn future leadership roles.

m) Statutory Compliance Monitoring Tool: The Company has in place a web-based Statutory Compliance Monitoring Tool, which has been implemented to enhance and streamline the tracking of all the statutory & legal obligations required by the Company. This tool provides a comprehensive platform for managing compliance across various domains, ensuring that all legal requirements are met in a timely and efficient manner. It serves as a reliable resource for the Board, offering necessary assurances regarding the Company's adherence to applicable legal standards. By leveraging this tool, the Company can effectively navigate the complex landscape of statutory requirements, mitigate potential risks, and maintain a robust compliance posture. This in turn reinforces the Company's commitment to ethical business practices and good governance.

n) Disclosure regarding appointment / re-appointment / cessation of Directors: Every appointment / re-appointment made by the Board is based on the recommendation by the Nomination and Remuneration Committee after considering various factors such as qualifications, positive attributes, area of expertise and other relevant criteria. The same is further taken for shareholders' approval, as and when required, under the provisions of applicable laws.

During the year under review, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has:

(i) re-appointed Dr. Rajesh Jain (DIN: 00013053) as Chairman and Managing Director of the Company for a period of 3 years w.e.f. January 01, 2025;

(ii) appointed CA Rajesh Jain (DIN: 10619014) as non-executive independent director of the Company, for a period of 5 years w.e.f. November 13, 2024;

(iii) re-appointed Mr. Sandeep Jain (DIN: 00012973) as Joint Managing Director of the Company, for a period of 3 years w.e.f. April 01, 2025;

(iv) re-appointed Mr. Ankesh Jain (DIN: 03556647) as Whole-time Director of the Company, for a period of 5 years w.e.f. April 01, 2025;

(v) appointed Dr. Sanjay Trehan (DIN: 10936402) and Mr. Harshet Jain (DIN: 08732974) as Whole - time director of the Company, for a period of 3 years w.e.f. February 14, 2025; and

(vi) appointed Mr. Krishan Kumar Jalan (DIN: 01767702), Dr. Venkatesh Sarvasiddhi (DIN: 09326552) and Dr. Rajender Pal Singh (DIN: 10198810) as non-executive independent directors of the Company for a period of 5 years w.e.f. February 14, 2025.

In terms of the provisions of Regulation 17 of the SEBI LODR Regulations, the said appointments / re-appointments at Sl. No. (i) to (ii) and (iii) to (vi) have also been approved by the shareholders by way of resolutions passed on December 26, 2024 and March 29, 2025, respectively, through postal ballot process, the result whereof were declared on December 28, 2024 and March 31, 2025, respectively. The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Act.

Any person who becomes a Director or an Officer, including an employee who is acting in a managerial capacity, shall be covered under the Directors' and Officers' Liability Insurance Policy. The Company has provided insurance cover in respect of legal action against its Directors under the Directors' and Officers' Liability Insurance.

Mr. Bhupinder Singh (DIN: 00062754), independent director of the Company, ceased to be the director of the Company on October 16, 2024, due to his sad demise. Mrs. Manjula Upadhyay (DIN: 07137968), independent director of the Company, has completed her second and final term of 5 (five) consecutive years as an independent director and consequently ceased to be the director of the Company on March 29, 2025. Similarly, Mr. Narotam Kumar Juneja (DIN: 01204817), non-executive non-independent director of the Company, has also completed his term and consequently ceased to be the director of the Company on March 31, 2025.

The Board of Directors and the Management of the Company express sincere appreciation and gratitude to the aforesaid directors for their extensive contribution and guidance towards the business growth of the Company. Further, your directors pray the Almighty that the departed soul of Late Shri Bhupinder Singh rest in peace.

Further, Dr. Rajesh Jain, Chairman and Managing Director and Mr. Sandeep Jain, Joint Managing Director of the Company are liable to retire by rotation and being eligible, they have offered themselves for re-appointment as director at the ensuing Annual General Meeting ("AGM"). Based on performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board recommends their re-appointment.

Brief profiles of Directors seeking re-appointment in the ensuing AGM, to be provided in terms of Regulation 36(3) of the SEBI LODR Regulations, are furnished below:

i. Dr. Rajesh Jain

Date of Birth and Age: April 26, 1964 (61 Years)

Qualification: Post Graduate Diploma holder in Management, Ph.D. holder in Business Administration and is a science graduate from University of Delhi.

Brief Resume: Dr. Rajesh Jain has an experience of around 41 years in the pharmaceutical and vaccine manufacturing industry. He is providing strategic, visionary leadership, management & guidance and directly oversees Innovation and Business Development of Panacea Biotec. Utilizing outstanding analytical skills and an exceptional knowledge of science, he fortifies policies and strategies that contribute to the Company's overall record of success and maintain its superlative legacy of excellence.

He is Chairman of National Committee on Biotechnology of Confederation of Indian Industry (CII) for 2024-25 and earlier served as Chairman thereof during 2011-12, 2012-13, 2019-20, 2020-21, 2021-22, 2022-23 and 2023-24. He is acting as Chairman of Life Sciences Sector Skill Development Council (LSSSDC) for a period of 2 years from February 2024. He is Chairman of Scientific Advisory Committee (SAC) of Center of Innovative and Applied Bioprocess (CIAB) since 2021. He is Board Member for Board of Governors - National Institute of Pharmaceutical Education & Research (NIPER), since November 2022. He was Hon'ble Member of Indian Pharmacopeia Expert Working on Vaccines and Immunosera for Human Use in the year 2017.

His commitment and actions towards making affordable vaccines for mass has been appreciated and valued globally by Gavi and Gates Foundation. Mr. Bill Gates himself has lauded the efforts of Dr. Rajesh Jain towards this noble cause.

He was amongst the Top 40 Global most influential people in global pharmaceutical industry according to the World Pharmaceutical Frontiers published in SPG Media, London in 2008.

He released the following two position papers:

- CII recommendations for Guideline Changes in Vaccine Approval Procedures; and
- The Make in India Imperative – Position Paper on Regulatory and Policy Changes required for Sustained competitiveness of the Indian Vaccine Industry.

Nature of expertise in specific functional areas: He has expertise in Science & Innovation, Research & Development, Finance & accounts, Legal, Corporate Governance & Compliance, Industry Knowledge, Risk Management and General Management.

Inter-se relationship between directors: He is the brother of Mr. Sandeep Jain, Joint Managing Director and father of Mr. Ankesh Jain & Mr. Harshet Jain, Whole-time Directors of the Company.

Directorships: As on date of this Report, Dr. Rajesh Jain does not hold directorship in any of the listed entity other than Panacea Biotec Limited. He holds directorship in 4 unlisted companies viz. Panacea Biotec Pharma Limited (as Managing Director), PanEra Biotec Private Limited, Adveta Power Private Limited and Uttar Pradesh Promote Pharma Council.

Committee Membership / Chairmanship: As on date of this Report, he is a Member of the Executive Committee and Risk Management Committee of the Company. He is also a member of the Corporate Social Responsibility Committee and Committee of Directors of Panacea Biotec Pharma Limited. Further, he does not hold Committee Membership / Chairmanship in any other company.

Listed entities from which he has resigned in the past 3 years: He has not resigned from any listed entity since the last 3 years.

Shareholding in the Company including as a beneficial owner as on date: He holds 3,02,17,312 Equity Shares of ₹1 each, representing ~49.33% of total Equity Share Capital of the Company. He also holds 1,30,08,600, 0.5% Cumulative Non-Convertible & Non-Participating Redeemable Preference Shares of ₹10 each representing ~80.61% of total Preference Share Capital of the Company. He also holds 22,55,815 equity shares of ₹1 each, comprising ~3.68% of total Equity Share Capital of the Company, as significant beneficial owner, being partner of First Lucre Partnership Co.

ii. Mr. Sandeep Jain

Date of Birth and Age: July 17, 1966 (59 Years)

Qualification: Senior Secondary

Brief Resume: Mr. Sandeep Jain has experience of around 41 years in the Pharmaceutical industry. Under his exceptional understanding of the business principles, the Company is continuously expanding its global aspirations by improving its international marketing efforts into various markets across the globe and is currently exporting its branded formulations in CIS countries, Asia, Eastern Europe and African region.

Nature of expertise in specific functional areas: He has significant experience in corporate finance, corporate governance and compliance matters and is involved in the overall supervision of day-to-day operations with emphasis on international marketing, business development, tax laws and regulatory matters.

Under his exceptional understanding of the business principles, the Company is continuously expanding its global aspirations by improving its international marketing efforts into various markets across the globe and is currently exporting its branded formulations in CIS countries, Asia, Eastern Europe and African region.

Inter-se relationship between directors: He is brother of Dr. Rajesh Jain and uncle of Mr. Ankesh Jain and Mr. Harshet Jain.

Directorships: As on date of this Report, Mr. Sandeep Jain does not hold directorship in any listed entity other than Panacea Biotec Limited. He holds directorship in 2 unlisted companies viz., PanEra Biotec Private Limited and Neophar Alipro Limited.

Committee Membership / Chairmanship: As on date of this Report, he is a Member of the Executive Committee, Risk Management Committee and Stakeholders' Relationship Committee of the Board of Directors of the Company. Further, he does not hold Committee Membership / Chairmanship in any other company.

Listed entities from which he has resigned in the past 3 years: He has not resigned from any listed entity in the last 3 years.

Shareholding in the Company including as a

Report on Corporate Governance

beneficial owner as on date: As on date of this Report, Mr. Sandeep Jain holds 93,51,924 Equity Shares of ₹1 each, representing ~15.27% of total Equity Share Capital of the Company. He also holds 31,28,400, 0.5% Cumulative Non-Convertible & Non-Participating Redeemable Preference Shares of ₹10 each representing ~19.39% of total Preference Share Capital of the Company. He also holds 22,55,815 equity shares of ₹1 each, comprising ~3.68% of total Equity Share Capital of the Company, as significant beneficial owner, being partner of First Lucre Partnership Co.

3. Audit Committee

a) Composition: The composition of the Audit Committee of the Board of Directors of the Company meets the requirements of Section 177 of the Act and Regulation 18 of the SEBI LODR Regulations. During the year, the Audit Committee was reconstituted by the Board of Directors, w.e.f. November 14, 2024. The composition of the Audit Committee during the year under review was as under:

S. No.	Name	Position	Category
1.	Mr. Mukul Gupta	Chairman	Independent Director
2.	Mrs. Ambika Sharma	Member	Independent Director
3.	Mrs. Manjula Upadhyay[#]	Member	Independent Director
4.	CA Rajesh Jain[*]	Member	Independent Director

[#] Ceased to be the Member of the Committee w.e.f. 29.03.2025.

[*] Appointed as a Member of the Committee w.e.f. 14.11.2024.

The Committee comprises of independent directors who are financially literate persons having vast experience in the area of finance, accounts, strategy & management.

The Chairman of the Audit Committee is an independent director. The Audit Committee acts as a link between the management, external and internal auditors and the Board of Directors of the Company. It acts as an oversight body for transparent, effective anti-fraud & risk management mechanisms, efficient internal audit & external audit functions and financial reporting. The Audit Committee considers the matters which are specifically referred to it by the Board of Directors besides considering the mandatory requirements of Regulation 18 read with Part C of Schedule II of SEBI LODR Regulations and provisions of Section 177 of the Act.

b) Key Terms of Reference: The Audit Committee is governed by its terms of reference which are in line with the regulatory requirements mandated by the Act and SEBI LODR Regulations. The Audit Committee discharges its roles and responsibilities as required under its terms of reference. The key terms of reference and scope of the Audit Committee, inter-alia, include the following:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending to the Board for the appointment / reappointment, remuneration and terms of appointment of auditors;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual / quarterly financial statements and auditors' report thereon before submission to the Board for approval;
- Reviewing and monitoring the auditors' independence and performance, and effectiveness of audit process;
- Reviewing the adequacy of internal audit function, if any, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussions with internal auditors of any significant findings and follow-up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussions with statutory auditors before the audit commences, about the nature and scope of audit as well as have post-audit discussion to ascertain any area of concern;
- Approval of, or any subsequent modification of, transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Reviewing the utilization of loans and / or advances from / investment by the Company in the subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- Evaluation of internal financial controls and risk management systems;
- Review of the functioning of the Whistle Blower Mechanism;
- Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate; and
- To carry out any other duties / terms of reference which are incidental / necessary for the fulfillment of the above mentioned terms of reference and any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

c) Review of information by Audit Committee: Apart from other matters, as per Regulation 18(3) of the SEBI LODR Regulations, the Audit Committee reviews, to the extent applicable, the following information:

- Management discussion and analysis of financial condition and results of operations;
- Management letters / letters of internal control weaknesses, if any, issued by statutory auditors;

- Internal Audit Reports relating to internal control weaknesses;
- Appointment, removal and terms of remuneration of the internal auditors;
- Statement of Deviations, if applicable;
- Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI LODR Regulations; and
- Annual statements of funds utilized for purposes other than those stated in the offer documents / prospectus / notice, if applicable, in terms of Regulation 32(7) of the SEBI LODR Regulations.

The Audit Committee is also vested with the following powers:

- To investigate into any matter in relation to the items specified in Section 177 of the Act or referred to it by the Board and for this purpose, the Audit Committee has full access to the information contained in the records of the Company and also has power to obtain external professional advice, if necessary;
- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise, if it is considered necessary.

d) Meetings of Audit Committee and attendance of members: The Audit Committee meets at least four times in a year, with a maximum time gap of 120 days between any two consecutive meetings. During the financial year 2024-25, 4 (four) meetings of the Audit Committee were held on May 29, 2024, August 14, 2024, November 12, 2024 and February 14, 2025. The attendance of members of the Committee at these meetings was as follows:

S. No.	Name of the Member	No. of Meetings	
		Held during tenure	Attended during tenure
1.	Mr. Mukul Gupta	4	4
2.	Mrs. Ambika Sharma	4	4
3.	Mrs. Manjula Upadhyay#	4	4
4.	CA Rajesh Jain*	1	1

Ceased to be the Member of the Committee w.e.f. 29.03.2025.

* Appointed as a Member of the Committee w.e.f. 14.11.2024.

The Company Secretary of the Company acts as the Secretary to the Audit Committee. The minutes of each Audit Committee Meeting are placed in the next meeting of the Board.

The Statutory Auditors, Internal Auditors, Chairman and Managing Director, Joint Managing Director, Whole-time Directors, Sr. Vice President Human Engagement, Chief Financial Officer and Dy. General Manager Audit & Compliance and Coordinator of Audit Committee are the permanent invitees to the meetings of Audit Committee and provide such information and clarifications as required by the Audit Committee, which provides a deeper insight into the respective business and functional areas of operations. Apart from them, other officials of the Company attended one or more of the Audit Committee Meetings during the year under review.

The Cost Auditors and the Internal Auditors also attend the respective Audit Committee Meetings, where cost audit report / internal audit reports are discussed.

The Committee relies on the expertise and knowledge of the Management, the Internal Auditors and the Statutory Auditors, in carrying out its oversight responsibilities. It also uses external expertise, if required. The Management is responsible for the preparation, presentation and integrity of the Company's financial statements, including consolidated financial statements, accounting and financial reporting principles. Further, they are also responsible for internal control over financial reporting and all procedures are designed to ensure compliance with accounting standards, applicable laws and regulations as well as for objectively reviewing and evaluating the adequacy, effectiveness and quality of the Company's system of internal controls.

The Chairman of the Audit Committee, Mr. Mukul Gupta was present at the last AGM of the Company held on September 27, 2024.

4. Nomination and Remuneration Committee

a) Composition: The composition of the Nomination and Remuneration Committee of the Board of Directors of the Company meets the requirements of Section 178 of the Act and Regulation 19 of the SEBI LODR Regulations. During the year, the Nomination & Remuneration Committee was reconstituted by the Board of Directors w.e.f. November 14, 2024 and again w.e.f. March 29, 2025. The composition of the Committee during the year under review was as under:

S. No.	Name	Position	Category
1.	Mrs. Manjula Upadhyay#	Chairperson	Independent Director
2.	Mrs. Ambika Sharma*	Chairperson	Independent Director
3.	Mr. Bhupinder Singh$	Member	Independent Director
4.	Mr. Mukul Gupta	Member	Independent Director
5.	CA Rajesh Jain**	Member	Independent Director

Ceased to be the Member of the Committee w.e.f. 29.03.2025.

* Appointed as a Member of the Committee w.e.f. 29.03.2025.

$ Ceased to be the Member of the Committee w.e.f. 16.10.2024 due to his sad demise.

** Appointed as a Member of the Committee w.e.f. 14.11.2024.

The Committee comprises of non-executive independent directors only. The Chairperson of the Committee is also an independent director.

b) Terms of Reference: The terms of reference of the Nomination and Remuneration Committee, inter-alia, include the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;

- Preparation of description of the role and capabilities required for an independent director, on the basis of evaluation of balance of skills, knowledge and experience on the Board. For the purpose of identifying suitable candidates, the Committee may use:
  - i) the services of an external agencies, if required;
  - ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - iii) consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of independent directors and the Board;
- Devising a policy on diversity of the Board;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal;
- Recommending to the Board whether to extend or continue the term of appointment of the independent director, on the basis of report of performance evaluation of independent directors;
- Recommending to the Board all remuneration, in whatever form payable to the senior management personnel;
- To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Schemes; and
- To carry out any other duties / terms of reference which are incidental / necessary for the fulfillment of the above mentioned terms of reference and any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

c) Meeting of Nomination and Remuneration Committee and attendance of members: During the financial year 2024-25, 4 (four) meetings of the Committee were held on May 30, 2024, August 14, 2024, November 13, 2024 and February 14, 2025. The attendance of members of the Committee at these meetings was as follows:

S. No.	Name of the Member	No. of Meetings	
		Held during tenure	Attended during tenure
1.	Mrs. Manjula Upadhyay#	4	4
2.	Mrs. Ambika Sharma*	-	NA
3.	Mr. Bhupinder Singh$	2	-
4.	Mr. Mukul Gupta	4	4
5.	CA Rajesh Jain**	1	1

Ceased to be the Member of the Committee w.e.f. 29.03.2025.

* Appointed as a Member of the Committee w.e.f. 29.03.2025.

$ Ceased to be the director w.e.f. 16.10.2024 due to his sad demise.

** Appointed as a Member of the Committee w.e.f. 14.11.2024.

The Company Secretary is acting as the Secretary to the Nomination and Remuneration Committee.

The then Chairperson of the Committee, Mrs. Manjula Upadhyay was present at the last AGM of the Company held on September 27, 2024.

d) Performance Evaluation Criteria for Independent Directors: One of the key functions of the Board is to monitor and review the Board evaluation framework. In view of the same and pursuant to the applicable provisions of the Act and the SEBI LODR Regulations, the Board has, in consultation with its Nomination and Remuneration Committee, formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees, and executive / non-executive / independent directors through peer evaluation, excluding the director being evaluated.

A structured questionnaire is in place covering various aspects of the functioning of the Board and its Committees, such as adequacy of the constitution & composition of the Board and its Committees, matters addressed in the Board and Committee meetings, processes followed at the meetings, Board's focus, regulatory compliances and corporate governance, compliance with code of conduct etc. Similarly, for evaluation of individual director's performance, the questionnaire covers various aspects like his / her profile, attendance, effective participation / contribution in Board and Committee meetings, execution and performance of specific duties, obligations, regulatory compliances and governance, etc.

The Board members had submitted their response on a scale of 1 (outstanding) to 5 (poor) for evaluating the entire Board, respective Committees of which they are members and of their peer Board members, including the Chairman. The independent directors had met separately without the presence of non-independent directors and the members of senior management and discussed, inter-alia, the performance of non-independent directors and Board as a whole and the performance of the Chairman after taking into consideration the views of executive and non-executive directors.

The Nomination and Remuneration Committee has also carried out an evaluation of each director's performance.

The performance evaluation of the independent directors has been done by the entire Board, excluding the director being evaluated. Based on the performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective term expires.

e) Remuneration Policy: The Company's remuneration strategy is market-driven and aims at attracting and retaining high caliber talent. The strategy is in consonance with the existing industry practice and is directed towards rewarding performance, based on a review of achievements, on a periodical basis.

The key components of the remuneration policy are:

- Compensation will be based on credentials and the major driver of performance;
- Compensation will be competitive and benchmarked with a selected group of companies from the pharmaceutical sector; and

- Compensation will be fully transparent and tax compliant.

The details of Remuneration policy are available on the Company's website viz. https://www.panaceabiotec.com/en/section/information-repository/policy.

5. Stakeholders' Relationship Committee

a) Composition: The composition of the Stakeholders' Relationship Committee of the Board of Directors meets the requirements of Section 178 of the Act and Regulation 20 of the SEBI LODR Regulations. During the year, the Stakeholders' Relationship Committee was reconstituted by the Board of Directors, w.e.f. March 29, 2025. The composition of the Committee during the year under review was as under:

S. No.	Name	Position	Category
1.	Mrs. Manjula Upadhyay#	Chairperson	Independent Director
2.	Mrs. Ambika Sharma*	Chairperson	Independent Director
3.	Mr. Narotam Kumar Juneja#	Member	Non-Executive Non-Independent Director
4.	Mr. Sandeep Jain	Member	Joint Managing Director
5.	Dr. Sanjay Trehan*	Member	Whole-time Director

Ceased to be the Member of the Committee w.e.f. 29.03.2025.

* Appointed as a Member of the Committee w.e.f. 29.03.2025.

b) Role & Terms of Reference: The Stakeholders' Relationship Committee plays an important role in acting as a link between the management and ultimate owners of the Company i.e., the shareholders. The Committee looks after the redressal of investors' grievances and performance of the Registrar & Transfer Agent and recommends measures for overall improvement in the quality of investor services. The terms of reference of the Committee, inter-alia, include the following:

- Approve issue of duplicate share / debenture certificates;
- Oversee the performance of the Company's Registrar & Transfer Agent;
- Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading;
- Consider, resolve and monitor various aspects of interest of shareholders, debenture holders and other security holders including the redressal of the grievances of the security holders of the Company including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings, etc.;
- Review measures taken for effective exercise of voting rights by shareholders;
- Review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Transfer Agent and recommend methods to upgrade the service standards adopted by the Company; and
- Carry out any other matter relating to securities of the Company, any other areas of investors' service and any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

Other Terms:

- The Committee may delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).
- The Committee may invite other directors / officers of the Company to attend the meetings of the Committee as invitees from time to time as and when required.
- The Chairperson, or in his absence any other member of Committee authorised by him / her, attends the general meeting of the shareholders of the Company.

c) Meetings of Stakeholders' Relationship Committee and attendance of members: During the financial year 2024-25, 4 (four) meetings of the Committee were held on May 30, 2024, August 13, 2024, November 13, 2024 and February 13, 2025. The attendance of members of the Committee at these meetings was as follows:

S. No.	Name of the Member	No. of Meetings	
		Held during tenure	Attended during tenure
1.	Mrs. Manjula Upadhyay#	-	NA
2.	Mrs. Ambika Sharma*	4	4
3.	Mr. Narotam Kumar Juneja#	4	3
4.	Mr. Sandeep Jain	4	4
5.	Dr. Sanjay Trehan*	-	NA

Ceased to be the Member of the Committee w.e.f. 29.03.2025.

* Appointed as a Member of the Committee w.e.f. 29.03.2025.

The Company Secretary is acting as the Secretary to the Stakeholders' Relationship Committee.

Compliance Officer: Mr. Vinod Goel, Group CFO and Head Legal & Company Secretary is the Compliance Officer of the Company pursuant to Regulation 6(1) of the SEBI LODR Regulations and is duly assisted by qualified company secretaries.

The then Chairperson of the Committee, Mrs. Manjula Upadhyay was present at the AGM of the Company held on September 27, 2024.

d) Stakeholders' Grievance Redressal: The details of Investors' complaints received and resolved during the financial year 2024-25 are as under:

No. of Investor Complaints			
Pending as at April 01, 2024	Received from April 01, 2024 to March 31, 2025	Resolved from April 01, 2024 to March 31, 2025	Pending as at March 31, 2025
Nil	Nil	Nil	Nil

The Company put utmost priority on the satisfaction of its shareholders. The Company maintains continuous interaction with its Registrar & Transfer Agent viz. Skyline Financial Services Pvt. Ltd. ("RTA") and takes proactive steps and actions for resolving shareholder complaints / queries.

Report on Corporate Governance

The Company addresses all complaints, suggestions and grievances expeditiously and suitable replies have been sent / issues have been resolved expeditiously, except in case of dispute over facts or other legal constraints.

6. Risk Management Committee

a) Composition: The composition of the Risk Management Committee of the Board of Directors of the Company meets the requirements of Regulation 21 of the SEBI LODR Regulations. During the year, the Risk Management Committee was reconstituted w.e.f. March 29, 2025. The composition of the Committee during the year under review was as under:

S. No.	Name	Position	Category
1.	Dr. Rajesh Jain	Chairman	Chairman and Managing Director
2.	Mr. Sandeep Jain	Member	Joint Managing Director
3.	Mr. Ankesh Jain	Member	Whole-time Director
4.	Mr. Mukul Gupta	Member	Independent Director
5.	Mr. Narotam Kumar Juneja#	Member	Non-Executive Non-Independent Director
6.	Dr. Sanjay Trehan*	Member	Whole-time Director

Ceased to be the Member of the Committee w.e.f. 29.03.2025.

* Appointed as a Member of the Committee w.e.f. 29.03.2025.

b) Role & Terms of Reference: The Risk Management Committee plays an important role in overseeing the risk management framework which encompass risk identification, its likely impact on the Company and mitigation plan for the same. The terms of reference of the Risk Management Committee, inter-alia, includes the following:

- Formulation of a detailed risk management policy which shall include:
  - (i) A framework for identification of internal and external risks specifically faced by the Company, including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee;
  - (ii) Measures for risk mitigation including systems and processes for internal control of identified risks; and
  - (iii) Business continuity plan;
- Ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- Monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- Reviewing periodically the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- Keeping the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken; and
- To carry out any other duties / terms of reference which are incidental / necessary for the fulfillment of the above mentioned terms of reference and any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

c) Meetings of Risk Management Committee and attendance of members: During the financial year 2024-25, 2 (two) meetings of Risk Management Committee were held on May 29, 2024 and November 13, 2024. The attendance of members of the Risk Management Committee at the meeting was as follows:

S. No.	Name of the Member	No. of Meetings	
		Held during tenure	Attended during tenure
1.	Dr. Rajesh Jain	2	-
2.	Mr. Sandeep Jain	2	1
3.	Mr. Ankesh Jain	2	1
4.	Mr. Mukul Gupta	2	2
5.	Mr. Narotam Kumar Juneja#	2	2
6.	Dr. Sanjay Trehan*	NA	NA

Ceased to be the Member of the Committee w.e.f. 29.03.2025.

* Appointed as a Member of the Committee w.e.f. 29.03.2025.

7. Senior Management Personnel including changes therein since the close of previous financial year

As on the date of the report, the following officers and personnel of the Company and its material subsidiary viz. Panacea Biotec Pharma Limited ("PBPL") are members of core management team (excluding the members of the Board of Directors):

S.No.	Name	Designation
A.	Panacea Biotec Limited:	
1.	Dr. Amulya Kumar Panda	Associate Director
2.	Mr. Vinod Goel	Group CFO and Head Legal & Company Secretary
3.	Mr. Devender Gupta	Chief Financial Officer & Head Information Technology
4.	Mr. Deepak Mahajan	Sr. Vice President – Manufacturing Excellence
5.	Mr. Gurinder Pal Singh	Sr. Vice President – Sales
6.	Mr. Khalid Ali Syed	Chief Scientific Officer
7.	Mr. Kulvinder Sarao	Sr. Vice President - Human Engagement
8.	Mr. Parmanand Das Karan	Sr. Vice President - Business Development & Corporate Affairs
9.	Dr. Lalitendu Mohanty	Vice President - Clinical Research
10.	Dr. Naveen Kumar Jain	Vice President - NPI & Project Management
11.	Mrs. Navita Khanna	Vice President - Business Development & Supply Chain Management
12.	Mr. Rajneesh Chatrath	Vice President - Corporate Quality Assurance
13.	Mrs. Anshu Rastogi	General Manager - Global Sourcing
14.	Mr. Ashish Jain	Chief Information Officer
15.	Mr. Narender Pal Singh	Site Head, Vaccine Drug Substance Facility and General Manager Corporate Engineering, Maintenance & EOHS

S. No.	Name	Designation
B.	Panacea Biotec Pharma Limited:	
1.	Dr. Rajeeva Kumar Mangalum	Chief Operating Officer
2.	Mr. Dinesh Singla	Sr. Vice President - R&D, VFR, IPR & RA
3.	Mr. Rishi Prakash	Vice President – Business Development & Sales (Region 1, 2 & 4)
4.	Mr. Sarad Kumar Singh	Vice President - International Markets (ROW Region 3)

The following changes in Senior Management Team ("SMP") of PBL and PBPL have occurred since the close of the previous financial year till the date of the report i.e. August 14, 2025:

S. No.	Name of Senior Management	Designation	Changes
1.	Mr. Rishi Prakash	Vice President – Business Development & Sales (Region 1, 2 & 4)	Appointed w.e.f. 01.05.2024
2.	Dr. Shekhar Patel	Chief Executive Officer - US Business	Resigned w.e.f. 25.06.2025*
3.	Mr. Rajesh Kumar	Vice President - Manufacturing Excellence	Resigned w.e.f. close of business hours on 31.12.2024
4.	Mr. Deepak Mahajan	Sr. Vice President – Manufacturing Excellence	Designated as SMP w.e.f. 14.02.2025
5.	Mr. Rajiv Kumar Sharma	Sr. General Manager – Supply Chain Management	Removal from category of SMP of PBPL w.e.f. 13.02.2025
6.	Mr. Sunil Anand	Associate Director - Finance & Corporate Affairs	Superannuated on 31.03.2025
7.	Mr. Mohammed Shafiqur Rahman	Vice President – Regulatory Affairs	Superannuated on 31.07.2025

* Upon appointment as CEO of the Company's indirect WOS, Panacea Biotec Inc.

8. Remuneration of Directors

The elements of remuneration of the executive directors consists of basic salary, perquisites and variable portion in the form of commission on profits in the case of Chairman and Managing Director, Joint Managing Director and Whole-time Directors, as approved by the Board of Directors and shareholders of the Company within the limits prescribed in Schedule V to the Act. The Nomination and Remuneration Committee recommends to the Board the compensation package of the executive directors.

a) Remuneration to Executive Directors: The shareholders have, by way of resolutions passed through Postal Ballot, approved the re-appointment of Dr. Rajesh Jain, Mr. Sandeep Jain and Mr. Ankesh Jain as Chairman and Managing Director, Joint Managing Director and Whole-time Director, respectively, of the Company. The shareholders have also approved the appointment of Mr. Harshet Jain and Dr. Sanjay Trehan as Whole-time Directors of the Company. The said appointments / re-appointments have been done on certain terms and conditions including their remuneration subject to prescribed limit under the rules and regulations.

The details of remuneration paid to Chairman and Managing / Joint Managing / Whole-time Directors during the financial year 2024-25 are as under:

(₹ in million)

S. No.	Name	Designation	Salary	Allowances / Perquisites*	Total
1.	Dr. Rajesh Jain	Chairman and Managing Director	6.00	3.51	9.51
2.	Mr. Sandeep Jain	Joint Managing Director	5.52	3.23	8.75
3.	Mr. Ankesh Jain**	Whole-time Director	7.77	0.00	7.77
4.	Mr. Harshet Jain#	Whole-time Director	0.46	0.00	0.46
5.	Dr. Sanjay Trehan$	Whole-time Director	-	-	-

* Does not include the provision for Gratuity & Leave Encashment.

** Mr. Ankesh Jain has ceased to draw monthly remuneration from the Company w.e.f. 01.06.2024 and is now entitled to receive sitting fees for attending meetings of the Board and Committees thereof. The amount of his remuneration includes arrears of ₹7.20 million for earlier years and sitting fee of ₹0.12 million.

\# Appointed as Whole-time Director w.e.f. 14.02.2025.

$ Appointed as Whole-time Director w.e.f. 14.02.2025, however, the director's remuneration was payable w.e.f. 01.04.2025.

Notes:

1. The tenure of office of Mr. Ankesh Jain, Whole-time Director is for 5 (five) years and the tenure of Chairman and Managing Director, Joint Managing Director and other Whole-time Directors is for 3 (three) years from their respective date of appointments and can be terminated by either party by giving three months' notice in writing or a shorter period as decided mutually. No severance fee (other than retiral benefits as per the terms of appointment) is payable upon termination of contract.
2. The Company has an Employees' Stock Option Scheme which was approved by its shareholders through Postal Ballot on 17.07.2020. However, no further steps have been taken pursuant to such Scheme.
3. All elements of remuneration of the Chairman and Managing / Joint Managing / Whole-time Director, i.e., salary, perquisites and other benefits, etc. are given in Note No. 41 B to the Standalone Financial Statements of the Company.

b) Criteria for making payment to Non-executive Directors: The Company's non-executive directors are professionals with high levels of expertise and rich experience in functional areas such as business strategy, financial governance, corporate governance, research & innovation. The Company's non-executive directors have been shaping and steering the long-term strategy and making valuable contributions towards Panacea's group level strategy, monitoring risk management and compliances.

The non-executive director and independent directors are being paid only the sitting fees for attending the meetings of the Board or Committees thereof, of such sum as may be approved by the Board of Directors within the overall limits as prescribed under the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Report on Corporate Governance

The details of sitting fees paid to the non-executive directors during financial year 2024-25 are as under:

(₹ in million)

S. No.	Name	Sitting Fees
1.	Mrs. Ambika Sharma	0.35
2.	Mr. Bhupinder Singh	-
3.	Mr. Krishan Kumar Jalan	-
4.	Mrs. Manjula Upadhyay	0.37
5.	Mr. Mukul Gupta	0.41
6.	Mr. Narotam Kumar Juneja	0.24
7.	Dr. Rajender Pal Singh	-
8.	CA Rajesh Jain	0.16
9.	Dr. Venkatesh Sarvasiddhi	-

In addition to the sitting fees, the non-executive director gets reimbursement of the expenses, if any, incurred by him / her for attending the meeting of the Board and/or Committee thereof.

c) Service Contracts, Notice Period and Severance Fees: As on March 31, 2025, the Board comprised 12 (Twelve) directors, including 5 Executive Directors, 1 non-executive non- independent director and 6 Independent Directors. However, Mr. Narotam Kumar Juneja, non-executive non-independent director, ceased to be the director w.e.f. close of business hours on March 31, 2025 due to completion of his tenure.

Dr. Rajesh Jain, Chairman and Managing Director, Mr. Sandeep Jain, Joint Managing Director, Mr. Ankesh Jain, Whole-time Director, Mr. Harshet Jain, Whole-time Director and Dr. Sanjay Trehan, Whole-time Director are employees of the Company. Hence, the provision for payment of severance fees to them shall be as per the terms mentioned in their respective Service Contract and in terms of the Company's Policy. However, other Directors are not subject to any notice period and severance fees.

d) All pecuniary relationship or transactions of the Non-Executive Directors: There are no materially significant related party transactions, pecuniary transactions or relationships between the Company and its non-executive directors which have potential conflict with the interest of the organization at large except those disclosed in the Financial Statements for the financial year ended March 31, 2025.

e) Stock options details, if any: During the financial year under review, no options under the Company's ESOP Scheme were granted to any Executive / Non-Executive Directors of the Company.

9. General Body Meetings

a) Annual General Meetings: In compliance with the applicable provisions of the Act and General Circulars issued by the Ministry of Corporate Affairs from time to time, the Company's Annual General Meetings held during the previous 3 (three) years, were deemed to be conducted at the Registered Office of the Company situated at Ambala-Chandigarh Highway, Lalru-140501, Punjab.

The date and time of the last three Annual General Meetings held through Video Conferencing / Other Audio-Visual Means and the special resolutions passed thereat with overwhelming majority are as under:

Financial Year	Date	Time	Special Resolution(s) passed
2023-24	27.09.2024	11:30 A.M.	No special resolution was required to be passed
2022-23	29.09.2023	11:30 A.M.	No special resolution was required to be passed
2021-22	28.09.2022	11:30 A.M.	Re-appointment of Mr. Soshil Kumar Jain as director, liable to retire by rotation.

b) Extraordinary General Meetings: No Extraordinary General Meeting was conducted during the year under review.

c) Postal Ballot: During the year under review, the Company has passed following special resolutions with requisite majority through Postal Ballot on December 26, 2024 and March 29, 2025 and results of which were declared on December 28, 2024 and March 31, 2025 respectively:

Special Resolution(s) passed	Votes cast in favour		Votes cast against	
	No. of votes	%	No. of votes	%
Postal Ballot dated 13.11.2024:				
• Re-appointment of Dr. Rajesh Jain (DIN: 00013053) as Chairman and Managing Director	6,08,09,757	99.9998%	135	0.0002%
• Appointment of CA Rajesh Jain (DIN: 10619014) as non-executive independent director	6,08,09,137	99.9989%	655	0.0011%
Postal Ballot dated 14.02.2025:				
• Re-appointment of Mr. Sandeep Jain (DIN: 00012973) as Joint Managing Director	6,07,82,268	99.9994%	337	0.0006%
• Appointment of Mr. Krishan Kumar Jalan (DIN: 01767702) as Non-executive Independent Director	6,07,82,133	99.9993%	397	0.0007%
• Appointment of Dr. Rajender Pal Singh (DIN: 10198810) as Non-executive Independent Director	6,07,82,133	99.9993%	397	0.0007%
• Appointment of Mr. Venkatesh Sarvasiddhi (DIN: 09326552) as Non-executive Independent Director	6,07,81,631	99.9985%	899	0.0015%

d) Person who conducted the postal ballot exercise: Mr. Vinod Goel, Group CFO and Head Legal & Company Secretary and Mr. Devender Gupta, Chief Financial Officer & Head IT of the Company were appointed as persons responsible for conducting postal ballot process in a fair and transparent manner. Mr. Debabrata Debnath, Partner of M/s R&D Company Secretaries, Practicing Company Secretaries, was appointed as the Scrutinizer for conducting the postal ballot process, through remote e-voting, in a fair and transparent manner.

e) Procedure followed by the Company for conducting the Postal Ballot: In compliance with Regulation 44 of the SEBI LODR Regulations and provisions of Sections 108 and 110 and other applicable provisions of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Management Rules"), as amended and in accordance with the General Circulars issued by the MCA from time to time, the Company extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form.

Further, in compliance with the requirements of the MCA Circulars, the Company sent / emailed the postal ballot notices to its members who have registered their email addresses with the Company / its RTA or depository participants in the electronic form only and the shareholders were required to communicate their assent or dissent through the remote e-voting system only. The communication of assent / dissent of the members took place through the remote e-voting system. As required by Rules 20 and 22 of the Management Rules read with the MCA Circulars and the SEBI LODR Regulations, the details pertaining to the Postal Ballot was published in one English national daily newspaper (all editions) and one daily newspaper circulating in Punjab (in vernacular language, i.e. Punjabi).

The Company availed the services of National Securities Depository Limited (NSDL) for the purpose of providing remote e-voting facility to all its members. The Members desiring to exercise their votes were requested to vote by electronic mode during the period from Wednesday, November 27, 2024 to 05:00 p.m. IST on the last date of remote e-voting i.e. Thursday, December 26, 2024 and from Friday, February 28, 2025 to 05:00 p.m. IST on the last date of remote e-voting i.e. Sunday, March 29, 2025, respectively.

The scrutinizer submitted his report to the Chairman, after the completion of scrutiny. The results of the voting by postal ballot (through remote e-voting) were then announced by the authorized officer. The results were also displayed on the website of the Company, https://www.panaceabiotec.com besides being communicated to the stock exchanges where the Equity Shares of the Company are listed, NSDL and Registrar & Transfer Agent. The last date specified for remote e-voting was deemed to be the date of passing of the resolutions.

f) Details of resolution proposed to be conducted through Postal Ballot: None of the businesses are proposed to be transacted at the ensuing AGM which require passing of a Special Resolution through Postal Ballot.

g) Participation and voting at the 41st Annual General Meeting ("AGM"): The 41st AGM of the Company will be held through video conferencing / other audio-visual means and shall be deemed to be conducted at the Registered Office of the Company at Ambala-Chandigarh Highway, Lalru - 140501, Punjab.

The detailed procedure and instructions for participation and voting at the meeting is available in the AGM Notice of the Company.

10. Means of communication

The Company recognizes the importance of two-way communication with shareholders and of giving a balanced reporting of any disclosure, results etc. and responds to questions and issues raised in a timely and consistent manner. Shareholders seeking information may contact the Company directly or to the Company's Registrar & Transfer Agent throughout the year. Some of the modes of communication are mentioned below:

a) Financial Results: The quarterly / half-yearly / annual results are published in the prominent daily newspapers, viz. Business Standard, New Delhi and Mumbai editions and in Desh Sewak, Chandigarh edition, the local newspaper published in the language of the region in which Registered Office is situated.

b) Intimation to the Stock Exchanges: The Company also intimates / made disclosures to the Stock Exchanges about all price sensitive matters or such matters which, in its opinion, are material and of relevance to the shareholders and subsequently issues a press release on the matter, wherever necessary. The Company also regularly provides information to the stock exchanges as per the requirements of the SEBI LODR Regulations.

c) News Releases, Presentations: Press releases are sent to the Stock Exchanges before sending the same to media and are also displayed on the Company's website i.e. https://www.panaceabiotec.com/en/section/news-centre.

d) Annual Reports: The Annual Report containing, inter-alia Audited Financial Statements (Standalone as well as Consolidated), Directors' Report including Annexures and the Management Discussion and Analysis Report, Auditors' Report, Business Responsibility and Sustainability Report, Corporate Governance Report and other important information is sent to every shareholder of the Company and others entitled thereto by email. The physical copy thereof is also sent to the shareholder(s) by post / courier, upon receipt of request in this regard. The Annual Report is also available in downloadable form on the website of the Company under the link https://www.panaceabiotec.com/en/section/information-repository/annual-report.

e) Website: The Company's website, viz. https://www.panaceabiotec.com contains a separate dedicated 'Investor Zone' section to serve shareholders, by giving complete information pertaining to the Board

Report on Corporate Governance

of Directors and its Committees, annual reports along with supporting documents, financial results including subsidiaries financials, stock exchange disclosures and compliances such as shareholding pattern, corporate governance report and press releases, notice of the Board and General Meetings, contact details of Registrar & Transfer Agent, details of unclaimed or unpaid dividend and Investor Education and Protection Fund ('IEPF') related information, amongst others.

f) Presentations to Institutional Investors / analysts: No presentations on financial results are made to the Institutional Investors or to the analysts.

g) SEBI Complaints Redressal System (SCORES): The investor complaints are processed by the SEBI in a centralized web-based complaints redressal system. The salient features of this system are - centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its status.

Online Dispute Resolution Portal ("ODR") - SEBI's alternative Dispute Resolution Mechanism: SEBI vide its circular dated July 31, 2023, as amended, has introduced common ODR portal for streamlining of dispute resolution mechanism with support of Stock Exchanges and Depositories, collectively referred to as Market Infrastructure Institutions (MIIs), and launched a common ODR Portal, which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. All Investors and Listed Companies/Specified Intermediaries/ Regulated entities are under the ambit of ODR.

h) NSE Electronic Application Processing System (NEAPS) and BSE Corporate Compliance & Listing Centre (BSE Listing Centre): NEAPS and BSE Listing Centre are web-based applications designed by NSE and BSE respectively, for the corporates, for smooth filing of information to the stock exchanges. All periodical compliance related filings like shareholding pattern, corporate governance report, results, press releases, and other disclosures under the SEBI LODR Regulations are electronically filed on NEAPS and BSE Listing Centre.

i) Designated Exclusive email-id: The Company has designated the following email-id for investor servicing, investorgrievances@panaceabiotec.com.

Investors can also email their queries to the Registrar & Transfer Agent at compliances@skylinerta.com or virenr@skylinerta.com.

11. General Information for Shareholders

a) Company Registration Details: The Company is registered in the state of Punjab, India. The Corporate Identity Number ("CIN") allotted to the Company by the Ministry of Corporate Affairs is L33117PB1984PLC022350.

b) Date of AGM: The 41st AGM is scheduled to be held on Tuesday, the 30th day of September 2025, at 11:30 A.M. through video conferencing / other audio-visual means and shall be deemed to be conducted at the Registered Office of the Company at Ambala-Chandigarh Highway, Lalru - 140501, Punjab

Remote e-voting Period shall be from Saturday, September 27, 2025 (09:00 A.M.) to Monday, September 29, 2025 (05:00 P.M.)

c) Financial Year: The financial year of the Company covers the period from April 01 to March 31.

d) Financial Calendar 2025-26 (tentative):

S. No.	Tentative Schedule	Actual or Tentative Date (on or before as the case may be)
1.	Financial reporting for the quarter ended June 30, 2025	August 14, 2025 (Actual)
2.	Financial reporting for the quarter ending September 30, 2025	By November 14, 2025
3.	Financial reporting for the quarter ending December 31, 2025	By February 14, 2026
4.	Financial reporting for the quarter ending March 31, 2026	By May 30, 2026
5.	Annual General Meeting for the year ending March 31, 2026	On or before September 30, 2026

e) Date of Book Closure: The Share Transfer Books and Register of Members of the Company will remain closed from Friday, September 26, 2025 to Tuesday, September 30, 2025 (both days inclusive) for the purpose of AGM.

f) Dividend Payment Date: In view of accumulated losses until previous year and during the financial year under review, the Board of Directors has not recommended any dividend on the Equity as well as Preference Shares of the Company.

In terms of Regulation 43A of the SEBI LODR Regulations, the Company has the Dividend Distribution Policy with an objective to broadly specify the circumstances under which the shareholders of the Company may or may not expect dividend and the external and internal factors including financial parameters that shall be considered by the Board of Directors of the Company while declaring dividend and how the retained earnings shall be utilized, in the interest of providing transparency to the shareholders. The said policy is available on the Company's website at the link: https://www.panaceabiotec.com/en/section/information-repository/policy.

g) Transfer of Unpaid / Unclaimed Dividends and Shares to Investor Education and Protection Fund (IEPF): Pursuant to the provisions of Section 124 and 125 of the Act read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), as amended from time to time, declared dividends which remained unpaid or unclaimed by the shareholders for a period of 7 (seven) consecutive years or more are required to be transferred by the Company to the IEPF, which has been established by the Central Government. In pursuance of this, the dividend remaining unclaimed in respect of dividends declared upto the financial year 2010-11 have been transferred to the IEPF.

Pursuant to the provisions of Section 124(6) of the Act read with IEPF Rules as amended from time to time, all the shares in respect of which dividend has not been claimed by the concerned shareholders for 7 (seven) consecutive years or more shall be transferred by the Company into the Demat Account of IEPF Authority. Accordingly, all the shares in respect of which dividends were declared upto the financial year 2010-11 and remained unclaimed for a continuous period of 7 (seven) years have been transferred to the Demat Account of IEPF Authority.

The number of shares transferred and held by IEPF Authority as on March 31, 2025 is as under:

S. No.	Particulars	No. of shares
1.	No. of shares transferred during financial year 2017-18	72,879
2.	No. of shares transferred during financial year 2018-19	42,414
3.	Total No. of shares transferred	115,293
4.	Less: Shares transferred back to the Shareholders by the IEPF Authority	10,310
5.	Aggregate shares held by IEPF Authority	104,983

The details of such persons whose shares have been so transferred to the IEPF is available on the Company's website https://www.panaceabiotec.com/en/section/information-repository/other-important-information.

Any person whose shares and/or unpaid / unclaimed dividends get transferred to the IEPF, may claim the shares and/or unpaid / unclaimed dividends from the IEPF in accordance with prescribed procedure and on submission of prescribed documents.

The voting rights on the shares transferred to IEPF Authority remains frozen till the rightful owner claims the shares.

As on the date of this report, 4 (four) requests lodged by the shareholders for claiming back 3,050 shares of the Company are under process with the IEPF Authority.

h) Listing on Stock Exchanges: The Company's Equity Shares are listed on the following Stock Exchanges:

- The National Stock Exchange of India Limited, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 ("NSE").
- BSE Limited, P J Tower, Dalal Street, Fort, Mumbai - 400001 ("BSE").

The Company's Preference Shares are not listed on any Stock Exchange.

The Company has paid listing fees for the financial year 2024-25 to both the above stock exchanges and there is no outstanding payment as on date.

i) Payment of Depository fees: The Company has paid Annual Custody / Issuer fee to both Depositories viz. National Securities Depository Ltd. ("NSDL") and Central Depository Services (India) Ltd. ("CDSL") based on invoices received from them and there is no outstanding payment as on date.

j) Market Price data: The Monthly High and Low prices of the shares of the Company at BSE and NSE during the year ended March 31, 2025 are as under:

Month	Share price at BSE (in Rs.)		Share price at NSE (in Rs.)	
	High	Low	High	Low
April 2024	161.55	123.45	161.25	121.90
May 2024	143.25	129.00	144.40	128.15
June 2024	142.60	112.70	143.99	112.35
July 2024	147.20	129.65	147.60	130.00
August 2024	262.40	131.90	262.60	131.76
September 2024	367.00	221.70	367.27	220.00
October 2024	360.70	268.10	358.75	271.20
November 2024	446.90	323.50	444.50	321.50
December 2024	489.00	405.95	490.55	406.00
January 2025	462.80	311.40	464.00	311.55
February 2025	428.55	282.15	430.15	281.10
March 2025	464.00	284.35	464.90	285.55

k) Registrar & Transfer Agent: Skyline Financial Services Pvt. Ltd. is acting as Registrar & Transfer Agent ("RTA") for handling the shares related matters, both in physical as well as dematerialized mode. All the work relating to equity shares are being done by the RTA. The Shareholders are, therefore, advised to send all their correspondence directly to the RTA. However, for the convenience of shareholders, documents relating to shares received by the Company are forwarded to the RTA for necessary action thereon.

l) Share Transfer System: In terms of Regulation 40(1) of the SEBI LODR Regulations, as amended from time to time, securities can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. The Company had sent communications to the shareholders encouraging them to get their shareholding in the Company dematerialised. The communication, inter-alia, contained procedure for getting the shares dematerialised. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. In the case of shares held in electronic form, the transfers are processed by NSDL and CDSL through respective Depository Participants.

The authority for transmission, transposition and dematerialisation of the Company's shares has been delegated to the Company Secretary and the RTA. The delegated authority generally attends the formalities on a weekly basis and as and when required to expedite all such matters and redressal of Investors' grievance, etc., if any. The requests received by the Company / RTA for registration of transmission, transposition and dematerialization are processed by RTA (generally within a week of receipt) and transferred expeditiously and wherever applicable, the letter of confirmation in lieu of share certificate(s) are sent to the shareholder(s) by registered post. As per the recent amendment, SEBI has done away the requirement of filing the annual compliance certificate, issued by Practicing Company Secretary with respect to due compliance of share and security transfer formalities by the Company under Regulation 40(9) of the SEBI LODR Regulations, within 30 days from the end of financial year.

SEBI has, vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, allowed a one-time special window for a period of six months from July 07, 2025 to January 06, 2026, to facilitate re-lodgement

Report on Corporate Governance

of transfer requests of physical shares for transfer deeds lodged prior to April 01, 2019, that were rejected / returned / not attended due to deficiency in the documents, process, or otherwise. All the concerned investors are requested to submit their transfer request along with share certificate(s) and other requisite documents to the Company's RTA, within the stipulated period.

m) Nomination Facility: Pursuant to Section 72 of the Act, the members are entitled to make a nomination in respect of shares held by them. The members holding shares in physical form and desirous of making a nomination are requested to send their requests in Form No. SH-13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, available on the Company's website at https://www.panaceabiotec.com/en/section/information-repository/other-important-information or may write to the RTA of the Company. Those holding shares in dematerialized form may contact their respective Depository Participant to avail the nomination facility.

n) Share Certificates in respect of sub-divided Shares: After the sub-division of the Company's Equity Shares of ₹10 each into Equity Shares of ₹1 each, in the year 2003, the Company had sent several letters to all the shareholders holding shares of the face value of ₹10 in physical form, requesting them to exchange their share certificate(s) into new share certificate(s) in respect of shares of face value of ₹1 each. Members may kindly note that consequent to the sub-division of shares of the Company from ₹10 to ₹1, the share certificates of the face value of ₹10 have ceased to be valid for any purpose whatsoever.

Hence, all the shareholders who have not yet sent their request for exchange of share certificates are requested to immediately forward their old share certificate(s) in respect of shares of face value of ₹10 each (which are no longer tradable) to the Company, along with a request letter duly signed by all the joint holders.

o) Elimination of Duplicate Mailing: The shareholders who are holding shares in more than one folio in identical name or in joint holders' name in similar order, may send the share certificate(s) along with request for consolidation of holding in one folio.

p) Reconciliation of Share Capital Audit: The Company gets reconciliation of share capital audit done from Practicing Company Secretary in each quarter to reconcile the total admitted capital with NSDL & CDSL and total issued and listed capital. The audit reports confirm that the total issued / paid up capital is in agreement with the total number of equity shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. The Audit Reports for each quarter of the Financial Year 2024-25 have duly been filed with the Stock Exchanges within one month of the end of the respective quarter.

q) Distribution of Shareholding as on March 31, 2025:

i) Equity Shares:

Category (Amount)	Shareholders		Equity Shares held	
From – To	Number	% of total no. of Shareholders	Number	% of Shareholding
Upto 5,000	33,243	98.96	6,137,014	10.02
5,001-10,000	158	0.47	1,146,929	1.87
10,001-20,000	92	0.27	1,318,366	2.15
20,001-30,000	28	0.08	698,303	1.14
30,001-40,000	13	0.04	450,178	0.73
40,001-50,000	10	0.03	452,816	0.74
50,001-1,00,000	22	0.07	1,647,511	2.69
1,00,001 and above	27	0.08	49,399,629	80.65
Total	33,593	100.00	61,250,746	100.00

ii) Preference Shares:

Category (Amount)	Shareholders		Preference Shares held	
From – To	Number	% of total no. of Shareholders	Number	% of Shareholding
1,00,001 and above	2	100.00	16,137,000	100.00
Total	2	100.00	16,137,000	100.00

r) Pattern of Shareholding as on March 31, 2025:

i) Equity Shares:

S. No.	Category	No. of Shares	% of Shareholding
1.	Promoters and Promoters' Group	44,394,190	72.48
2.	Institutional Investors (FIIs, Banks, Mutual Funds, NBFC and Alternate Investment Funds)	9,14,317	1.49
3.	NRIs / OCB / Foreign Corporate Bodies / Foreign Portfolio Investors	10,48,989	1.71
4.	Domestic Companies	12,80,042	2.09
5.	Indian Public / Trust / PMS / Others	136,13,208	22.23
	Total	61,250,746	100.00

ii) Preference Shares:

S. No.	Category	No. of Shares	% of Shareholding
1.	Promoters and Promoters' Group	16,137,000	100.00
	Total	16,137,000	100.00

s) Share Dematerialization System: The requests for dematerialization of shares are processed by the RTA expeditiously and the confirmation in respect of dematerialization of shares is entered by the RTA in the depository system of the respective depositories, by way of electronic entries for dematerialization of shares generally on weekly basis. In case of rejections, the documents are returned under objection to the Depository Participant with a copy to the shareholder and electronic entry for rejection is made by the RTA in the Depository System.

t) Dematerialization of Shares and its liquidity: The Company has been among the few top most companies in India in which maximum number of shares have been dematerialized. As on March 31, 2025, 99.74% of the Company's total Equity Share Capital representing 61,094,525 Equity Shares were held in dematerialized form and only 156,221 Equity Shares were held in physical form.

The shareholders holding shares in physical form are requested to contact any of the Depository Participants in their vicinity to get their shares dematerialized at the earliest, as the Company's shares are required to be compulsorily traded at Stock Exchanges in dematerialized form only.

The Equity Shares of the Company are regularly traded at the NSE and the BSE.

u) Suspense Escrow Demat Account ('SEDA'): Pursuant to SEBI Circular dated January 25, 2022, to enhance the shareholders experience in dealing with securities markets, the listed companies shall issue the securities in dematerialized form only, while processing any investors service requests viz., issue of duplicate share certificates, endorsement, transmission, transposition. After processing investor service request(s), a Letter of Confirmation ('LOC') is issued to the shareholders in lieu of a physical securities certificate. LOC remains valid for a period of 120 days, within which the shareholder has to make a request to the Depository Participant for dematerializing the said securities / shares. In case the shareholder fails to submit the dematerialisation request within 120 days, the Company shall then credit those securities to the SEDA held by the Company.

The shareholders can reclaim these shares from the Company's SEDA on submission of documentation prescribed by SEBI.

As on March 31, 2025, Nil shares were lying in the SEDA. However, during the current financial year, 1,000 shares held by 1 (one) shareholder have been transferred to SEDA due to non-submission of request of dematerialization within 120 days from issuance of LOC.

v) Outstanding ADRs / GDRs / Warrants or any convertible Instruments, conversion date and likely impact on equity: The Company does not have any outstanding ADRs / GDRs / Warrants or any convertible Instruments.

w) Disclosure of commodity price risks and commodity hedging activities: The Company's finished goods i.e. vaccines are normally not prone to commodity price risk. They are, in fact, subject to the risk of the Government's intervention in the domestic market and competitive scenario in the international market. However, the Company's raw materials are subject to commodity price risks. The Company does not have any hedging activities for the same. The Company is a net foreign exchange earner and like other players in the pharmaceutical sector, it faces foreign currency fluctuation risk. Looking at the availability of natural hedge and the future long-term trend, the Company keeps its position generally open.

x) Plant Locations:

- Vaccines Formulations facility at Village Malpur, Baddi, Dist. Solan, H.P.-173205, India.
- Drug Substance for Vaccines facilities at Village Samalheri, Ambala - Chandigarh Highway, Lalru - 140501, Dist. Mohali (S.A.S. Nagar), Punjab, India.
- Pharmaceuticals Formulations, Oncology and Health Supplement facilities at Village Malpur, Baddi, Dist. Solan, H.P.-173205, India (owned by Panacea Biotec Pharma Limited, Company's wholly-owned subsidiary).

y) Address for correspondence:

For transfer/dematerialization of shares, payment of dividend and any other query relating to shares	Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Indl. Area, Phase-I, New Delhi - 110020, India Phone : +91-11-40450193-97; Fax: +91-11-26812682 E-mail: compliances@skylinerta.com, virenr@skylinerta.com
For investors assistance	Company Secretary, Panacea Biotec Limited B-1 Extn./G-3, Mohan Co-operative Indl. Estate, Mathura Road, New Delhi - 110 044, India Phone: +91-11-41679000 Extn. 2071, 41578035 (D) Email: companysec@panaceabiotec.com, investorgrievances@panaceabiotec.com Contact Person: Ms. Ritu Dhyani, Manager - Secretarial & Compliance
For query relating to financial matters	Chief Financial Officer, Panacea Biotec Limited B-1 Extn./G-3, Mohan Co-operative Indl. Estate, Mathura Road, New Delhi - 110 044, India Phone: +91-11-41679000 Extn. 2041, 41578055 (D) E-mail: amitsaraswat@panaceabiotec.com Contact Person: Mr. Amit Saraswat, Asst. General Manager - Finance

Report on Corporate Governance

z) Credit Rating: During the year under review, the Company has not availed any new bank facilities and has consequently not undertaken any credit rating exercise.

12. Other Disclosures

a) Material Related Party Transactions: The Company's major related party transactions are generally with its subsidiaries. All transactions entered with related parties as defined under the Act and Regulation 23 of the SEBI LODR Regulations during the financial year 2024-25 were in the ordinary course of business and on an arm's length basis.

The required statements / disclosures with respect to the related party transactions, if any, as prescribed in the SEBI LODR Regulations, are placed before the Audit Committee on a regular basis with appropriate disclosures and safeguards being implemented to isolate the conflict. Where required, external expert opinions are sought for Board consideration.

Further, during the year under review, there were no materially significant related party transactions with the Company's subsidiaries, promoters, directors or management, their relatives, etc., that may have potential conflict with the interests of the Company at large. The other related party transactions are given in Note No. 41 to the Standalone Financial Statements for the year ended March 31, 2025 forming part of the Annual Report.

In accordance with Regulation 23 of the SEBI LODR Regulations, a policy relating to dealing with Related Party Transactions has been formulated by the Company and available on the website of the Company and can be accessed through the link: https://www.panaceabiotec.com/en/section/information-repository/policy. The Register of Contracts / Statements of related party transactions are placed before the Board / Audit Committee regularly.

b) Compliances by the Company: The Company comply with all the applicable laws in true letter and spirit. Therefore, during the last 3 (three) financial years, there were no instances of material non-compliances by the Company related to capital markets and no penalty or strictures were imposed on the Company by the Stock Exchanges or SEBI or any such other Statutory Authority. Further, the securities of the Company were not suspended from trading at any time during the year under review.

However, during the year under review, both the Stock Exchanges have imposed a fine of ₹11,800 (inclusive of GST) each, for one inadvertent non-compliance of the provisions of Regulation 29(1)(e) of the SEBI LODR Regulations, related to intimation regarding proposed passing over of dividend for financial year 2023-24. The Company has made few representations in this regard and simultaneously paid the said fine amount with a request to reconsider the matter. As on date no due amount is outstanding towards any of the Stock Exchanges.

c) Vigil Mechanism: The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting instances of illegal or unethical behavior. The Company has a Vigil Mechanism and has implemented a Vigil Mechanism / Whistle Blower Policy in the Company in pursuance of Regulation 22 of the SEBI LODR Regulations and during the year under review, no personnel was denied access to the Chairman of the Audit Committee of the Company. A copy of Vigil Mechanism / Whistle Blower Policy is available on the website of the Company and can be accessed through the link: https://www.panaceabiotec.com/en/section/information-repository/policy.

d) Details of utilization of funds raised through preferential allotment or qualified institutions placement: During the year under review, the Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the SEBI LODR Regulations. Also, there were no unutilized funds available with the Company as on March 31, 2025.

e) Certification from Company Secretary in Practice: As required under Regulation 34(3) read with Clause 10(i) Part C of Schedule V of the SEBI LODR Regulations, the Company has received a certificate from M/s R&D Company Secretaries, Practicing Company Secretaries certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continue as Director of Company by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Certificate is annexed as **Annexure – III** and forms part of this Report.

f) Governance of Subsidiary Companies: All subsidiary companies are Board managed with their Board of Directors having the rights and obligations to manage such companies in the best interest of their respective stakeholders. In terms of Regulation 16(1)(c) of the SEBI LODR Regulations, the Board of Directors has adopted a policy with regard to the determination of material subsidiaries. The policy is available on the website of the Company and can be accessed through the link: https://www.panaceabiotec.com/en/section/information-repository/policy.

As on March 31, 2025, Panacea Biotec Pharma Limited ("PBPL") was the only material non-listed Indian subsidiary of the Company. In compliance with Regulation 24(1) of the SEBI LODR Regulations, Mrs. Manjula Upadhyay (one of the then independent directors of the Company) acted as an independent director on the Board of PBPL until March 29, 2025. CA Rajesh Jain (one of the independent directors of the Company) is acting as an independent director on the Board of PBPL w.e.f. 13.11.2024.

The Audit Committee of the Company reviewed the financial statements, in particular the investments made by all its Indian subsidiary companies.

The minutes of Board meetings of Indian subsidiary companies are placed at the Board Meeting of the Company and the significant transactions or arrangements entered into by the unlisted subsidiary companies are periodically informed to the Board.

g) Disclosure of Accounting Treatment: The Company has prepared the financial statements for the year under review, in compliance with the Indian Accounting Standards ('Ind-

AS') notified by the Ministry of Corporate Affairs. The Significant Accounting Policies applied in preparation of the financial statements as per Ind-AS have been set out in the Notes to financial statements.

h) Risk Management: The Company has a procedure to inform the Board about the risk assessment and minimization procedures. The Company has formulated a Risk Management Policy and also constituted Risk Management Committee. The Board of Directors / management periodically reviews the risk management framework of the Company and comes out with strategic risk mitigation measures.

i) Fees paid to the Statutory Auditors: Total fees for all the services paid by the Company and its subsidiaries, on a consolidated basis, to Statutory Auditors and other firms in the network entity of which the statutory auditors are a part, during the financial year 2024-25, was ₹6.92 million.

j) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013: The Company is committed to provide a work environment that ensures every employee is treated with dignity, respect and afforded equal treatment. No complaint has been filed by any of the women employee, during the financial year 2024-25. Details are as under:

No. of complaints filed during the financial year	No. of complaints disposed off during the financial year	No. of complaints pending as on the end of financial year
Nil		

k) Loans and advances to firms / companies in which directors are interested: The details of loans and advances to firms / companies in which directors of the Company are interested have been disclosed in Notes to the Financial Statements forming part of the Annual Report.

l) Material Subsidiary: As on March 31, 2025 and as well as on the date of this report, Panacea Biotec Pharma Limited ("PBPL") was the only material subsidiary of the Company. PBPL was incorporated on March 22, 2019 in New Delhi, having its registered office at B-1 Extn./A-27, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110044.

m) Agreement on compensation of profit sharing in connection with dealings in securities of the Company: During the financial year under review, no employee including Key Managerial Personnel or Director or Promoter of the Company has entered into any agreement, either for themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in securities of the Company.

n) Disclosure by Senior Management Personnel: The senior management of your Company have made disclosures to the Board confirming that there are no material, financial and commercial transactions where they have personal interest that may have a potential conflict of interest with the Company at large.

o) Information disclosed under clause 5A of paragraph A of Part A of Schedule III of SEBI LODR Regulations: As per the information available with the Company, as at March 31, 2025, there were no agreements which have been entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect was to, impact the management or control of the Company or impose any restriction or create any liability upon the Company with respect thereto.

13. Compliance with mandatory requirements and adoption of non-mandatory requirements

a) Mandatory requirements: The Company has complied with all the mandatory requirements of the SEBI LODR Regulations with regard to corporate governance. M/s R&D Company Secretaries, Secretarial Auditors of the Company, have certified that the Company has complied with the mandatory requirements of corporate governance as stipulated under Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and para C, D & E of Schedule V of the SEBI LODR Regulations for the financial year ended March 31, 2025. The said certificate is annexed to this Report as **Annexure IV**.

b) Non-mandatory requirements: The status on compliance with the non-mandatory recommendations / discretionary requirements as specified in Part E of Schedule II to the SEBI LODR Regulations is as under:

   i) Shareholders' rights: The quarterly / half-yearly / annual financial results, after they are approved by the Board of Directors, are uploaded electronically on the website of NSE & BSE via NEAPS Portal and BSE Listing Centre respectively, published in the newspapers as mentioned under the heading "Means of Communication" at Sl. No. 10 above and also displayed on the Company's website viz. https://www.panaceabiotec.com. The results are not separately circulated to the shareholders.

   ii) Modified opinion(s) in audit report: During the financial year under review, there is no audit qualification in the Company's financial statements. The Company continues to adopt best practices to ensure in the regime of unmodified audit opinion on financial statements.

   iii) Reporting of Internal Auditors: The Internal Auditors of the Company report directly to the Audit Committee.

   iv) Prohibition of Insider Trading: The Company has instituted a comprehensive Code of Conduct for prevention of Insider Trading ("Code"), which prohibits the Directors, Members of Management Committee and other Designated Persons (collectively called as "Designated Employees") from dealing in the securities of the Company on the basis of Unpublished Price Sensitive Information ("UPSI"), available to them by virtue of their position in the Company. The object of the Code is to prevent misuse of UPSI and prohibit insider trading activity, in order to protect the interests of the shareholders at large. The Code lays down guidelines,

Report on Corporate Governance

which advises Designated Employees on procedures to be followed and disclosures to be made while dealing with the Shares of the Company.

The Company has put in place a mechanism for monitoring the trades done by Designated Employees as well as generation of system-based disclosures in line with the Company's Code of Conduct for Prevention of Insider Trading. The details of dealing, if any, in Company's shares by such employees in violation of the said Code of Conduct, are placed before the Audit Committee and the Board for information on event basis. This Code also prescribes sanction framework and any instance of breach of the Code is dealt with in accordance with the said sanction framework. The Company Secretary has been appointed as the Compliance Officer for ensuring implementation of the Code. A copy of the Code is made available to all the employees of the Company and compliance of the same is ensured. The Code is available on the website of the Company at https://www.panaceabiotec.com/en/section/information-repository/policy.

14. Disclosure of the compliance with corporate governance requirements as specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the SEBI LODR Regulations:

Sl. No.	Regulation No.	Particulars	Compliance Status (Yes or No)
1.	17	Board of Directors	Yes
2.	18	Audit Committee	Yes
3.	19	Nomination and Remuneration Committee	Yes
4.	20	Stakeholders Relationship Committee	Yes
5.	21	Risk Management Committee	Yes
6.	22	Vigil Mechanism	Yes
7.	23	Related Party Transactions	Yes
8.	24	Corporate Governance requirements with respect to subsidiaries	Yes
9.	25	Obligations with respect to Independent Directors	Yes
10.	26	Obligations with respect to employees including senior management, key managerial persons, directors and promoters	Yes
11.	27	Other Corporate Governance requirements	Yes
12.	46(2)(b) to (i)	Website	Yes

15. CEO / CFO Certification

As required by Regulation 17(8) read with Part B of Schedule II of the SEBI LODR Regulations, the Chairman and Managing Director and Chief Financial Officer of the Company have certified to the Board that the Financial Statements present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards. The said certificate of the Financial Statements, internal control and the Cash Flow Statement for the financial year 2024-25 is annexed as **Annexure - II** and forms part of this Report. The Chairman and Managing Director and Chief Financial Officer also give quarterly certificate on the financial results while placing the same before the Board in terms of the Regulation 33(2) of the SEBI LODR Regulations.

For and on behalf of the Board of
Panacea Biotec Limited

Sd/-
Dr. Rajesh Jain
Chairman and Managing Director

Place: New Delhi
Dated: August 14, 2025

Annexure - I

DECLARATION ON CODE OF CONDUCT

To
The Members of Panacea Biotec Limited

I hereby declare that all the Board Members and the Senior Management Personnel of the Company have affirmed the compliance with the provisions of the Code of Conduct for the financial year ended March 31, 2025.

For and on behalf of the Board of
Panacea Biotec Limited

Sd/-
Dr. Rajesh Jain
Chairman and Managing Director

Place: New Delhi
Dated: May 30, 2025

Annexure - II

Certificate from Chairman and Managing Director and Chief Financial Officer

[Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Board of Directors,
Panacea Biotec Limited

We do hereby confirm and certify that:

a) We have reviewed financial statements and the cash flow statement for the financial year ended March 31, 2025 and that, to the best of our knowledge and belief:

   i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and

   ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee deficiencies in the design or operation of such internal controls, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.

d) We have indicated to the Auditors and the Audit Committee:

   i) significant changes in internal control over financial reporting during the year;

   ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   iii) there has not been any instance, during the year, of significant fraud of which we had become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Panacea Biotec Limited

	Sd/-	Sd/-
Place : New Delhi	Devender Gupta	Dr. Rajesh Jain
Dated : May 30, 2025	Chief Financial Officer & Head Information Technology	Chairman and Managing Director

Annexure to the Report on Corporate Governance

Annexure - III

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[(Pursuant to Regulation 34(3) and Schedule V Para-C Sub clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)]

To

The Members of Panacea Biotec Limited
Ambala-Chandigarh Highway, Lalru-140501, Punjab.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Panacea Biotec Limited, a Company having CIN L33117PB1984PLC022350 and having registered office at Ambala-Chandigarh Highway, Lalru-140501, Punjab (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with the Regulation 34(3) read with Schedule V Part-C, Clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended March 31, 2025, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name of Director	DIN	Date of Appointment in Company
1.	Dr. Rajesh Jain	00013053	15.11.1984
2.	Mr. Sandeep Jain	00012973	15.11.1984
3.	Mr. Ankesh Jain	03556647	01.04.2016
4.	Mr. Harshet Jain*	08732974	14.02.2025
5.	Dr. Sanjay Trehan*	10936402	14.02.2025
6.	Mr. Narotam Kumar Juneja$	01204817	01.04.2022
7.	Mrs. Manjula Upadhyay$	07137968	30.03.2015
8.	Mr. Bhupinder Singh#	00062754	08.04.2019
9.	Mr. Mukul Gupta	00254597	01.04.2016
10.	Mrs. Ambika Sharma	08201798	14.02.2024
11.	CA Rajesh Jain@	10619014	13.11.2024
12.	Dr. Rajender Pal Singh@@	10198810	14.02.2025
13.	Mr. Krishan Kumar Jalan@@	01767702	14.02.2025
14.	Mr. Venkatesh Sarvasiddhi@@	09326552	14.02.2025

* Appointed as Whole-time director w.e.f. 14.02.2025.
$ Ceased to be the director due to completion of tenure.
# Ceased to be the director on 16.10.2024 due to sad demise.
@ Appointed as an Independent Director w.e.f. 13.11.2024.
@@ Appointed as an Independent Director w.e.f. 14.02.2025.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For R&D Company Secretaries
Sd/-
Debabrata Deb Nath
Partner
Membership No.-FCS: 7775
C.P No.: 8612
UDIN: F007775G000912921
Peer Review Certificate no. 1403/2021
Unique Identification No.: P2005DE011200

Place : Delhi
Date: August 01, 2025

Annexure - IV

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of Panacea Biotec Limited

We have examined the compliance of conditions of Corporate Governance by Panacea Biotec Limited, for the year ended on 31st March, 2025, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and Paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI LODR Regulations during the year ended on 31st March, 2025.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For R&D Company Secretaries
Sd/-
Debabrata Deb Nath
Partner
FCS No.: 7775; CP No. : 8612
UDIN: F007775G000912855
Peer Review Certificate no. 1403/2021
Unique Identification No. P2005DE011200

Place : Delhi
Date: August 01, 2025

Independent Auditors' Report on the Standalone Financial Statements

To the Members of Panacea Biotec Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Panacea Biotec Limited ("the Company"), which comprise the standalone balance sheet as at March 31, 2025, the standalone statement of profit and loss (including the statement of other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, its loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
A. Revenue recognition Refer note 1.3(j) and note 26 of notes to the standalone financial statements and other explanatory information of the Company for the year ended 31 March 2025. The Company recognises revenue from the sales of products when control over goods is transferred to a customer. The actual point in time when revenue is recognised varies depending on the specific terms and conditions of the sales contracts entered with customers. The Company has a large number of customers operating in various geographies and the sales contracts / arrangements with various customers have distinct commercial terms, including Incoterms that determine the timing of transfer of control and it requires significant judgment in determining timing of revenue recognition as per Ind AS 115 - Revenue from Contracts with Customers. We have identified the recognition of revenue from sale of products as a key audit matter because revenue is a key performance indicator for the Company and there is risk of revenue being overstated due to the pressure to achieve targets or earning expectations.	Our audit procedures to address this key audit matter included, but were not limited to the following: a) Obtained an understanding of the Company's process of revenue recognition and read customer contracts on sample basis; b) Evaluated the design, tested the operating effectiveness of the Company's internal controls over recognition and measurement of revenue in accordance with underlying customer contracts and accounting policies; c) Performed substantive testing (including year-end cut off testing) by selecting samples of revenue transactions recorded during and after the year and verified the underlying documents, which included sales invoices / contracts and dispatch / shipping documents; d) Performed substantive analytical procedures during the audit period to identify any unusual trends warranting additional audit procedures; e) Obtained direct balance confirmations from customers on a sample basis as at the year-end or performed alternate audit procedures where such confirmations could not be obtained; and f) Assessed the appropriateness and adequacy of the related disclosures in the standalone financial statements of the Company in accordance with Ind AS 115.

Key audit matter	How our audit addressed the key audit matter
B. Assessment of impairment of Property, plant and equipment The Company considers its property, plant and equipment (PPE) as a single cash generating unit (CGU). As at 31 March 2025, the carrying value of Company's PPE aggregates to Rs. 4,157.25 million. These balances have been subject to a test of impairment by the management in accordance with Ind AS 36 "Impairment of Assets" (Ind AS 36) in the current year as the management have identified impairment indicators as explained in note 2.1(iv) to the accompanying standalone financial statements. Refer note 1.3(f) and 2.1(iv) to the accompanying standalone financial statements. The Company has engaged independent third-party valuer to arrive at the value in use of the CGU as per discounted cash flow method and to arrive at the fair value based on market approach method. Based on the report issued by such valuer, the recoverable value of the CGU being higher than its carrying value, the Company has concluded that no impairment provision needs to be recorded in the standalone financial statements as at 31 March 2025. In addition to significance of the amounts, management's assessment process is complex as it involves significant judgement in determining the assumptions to be used to estimate the recoverable amounts involved in forecasting cash flows for the CGU, principally relating to budgeted revenue, operating margins, short-term and long term growth rates and the discount rates used. Considering the materiality of the amounts involved, significant judgment and high estimation uncertainty in determining the recoverable value of such PPE and such estimates and judgements being inherently subjective, this matter is determined as a key audit matter for the current year audit.	Our audit procedures to address this key audit matter included, but were not limited to the following: a) Obtained an understanding of the management's process for identification of impairment indicators for Property, plant and equipment and process for identification of CGU and impairment testing of such assets; b) Evaluated the Company's accounting policy in respect of impairment assessment, and the methods and models used to determine the recoverable amounts of property, plant and equipment in accordance with the requirements of Ind AS 36, c) Tested the design and operating effectiveness of internal controls over such identification and impairment measurement of identified assets; d) Evaluated management's identification of CGU and obtained the impairment assessment workings prepared by the management and its experts for such CGU; e) Involved auditor's experts to assess the appropriateness of the valuation methodologies used by the management and its expert to determine the recoverable values; f) Evaluated the objectivity, competence and independence of the experts engaged by the Company, wherever applicable, and examined the valuation reports issued by such experts; g) Reconciled the cash flows to the business plans approved by the Board of Directors of the Company which constitute identified CGU; h) Evaluated and challenged the reasonableness of key inputs and assumptions such as implied budgeted revenue, operating margins, growth rates and discount rates for their appropriateness based on our understanding of the business of the respective CGU, past results and external factors such as industry trends and forecasts. i) Obtained and evaluated sensitivity analysis performed by the management on the key assumptions and performed independent sensitivity analysis of the key assumptions to assess the effect of reasonably possible variations on the estimated recoverable amounts for the CGU to evaluate sufficiency of headroom between recoverable values and carrying amounts. j) Compared the carrying value of the net assets with the estimated recoverable value to calculate the impairment loss to be recognised, if any; and k) Evaluated the adequacy of disclosures given in the standalone financial statements with respect to Property, plant, and equipment, including disclosure of significant assumptions, judgements and sensitivity analysis performed, in accordance with applicable accounting standards.
C. Contingencies, including litigations Refer note 1.3(s) and note 37 to the standalone financial statements. The Company is involved in disputes, lawsuits, claims, Governmental and / or regulatory inspections, inquiries, investigations and proceedings, including patent and commercial matters that arise from time to time in the ordinary course of business. The Company assesses the need to make provision or to disclose contingent liability on a case-to-case basis considering the underlying facts of each litigation. The eventual outcome of the litigations is uncertain and estimation at balance sheet date involves extensive judgement of management including input from legal counsel due to complexity of each litigation. Adverse outcomes could significantly impact on the Company's reported results and balance sheet position. Considering the significant judgement involved in determining the need to make a provision or disclose as contingent liability, the matter is considered as key audit matter.	Our audit procedures to address this key audit matter included, but were not limited to the following: a) We evaluated the design and tested the operating effectiveness of controls in respect of the identification and evaluation of litigations, the recording / reassessment of the related liabilities, provisions and disclosures. b) Obtained a list of litigations from the Company's in-house legal counsel; identified material litigations from the aforementioned list and performed inquiries with the said counsel; obtained and read the underlying documents to assess the assumptions used by management in arriving at the conclusions. c) We also evaluated the Company's analysis of its assessment of the probability of outcome for each material contingency through inspection of responses to inquiry letters sent to external legal counsel, discussions with internal counsel, as well as external legal counsel, as deemed necessary, to confirm our understanding of the allegations and potential outcomes and obtaining written representations from executives of the Company. d) Verified the disclosures related to provisions and contingent liabilities in the standalone financial statements to assess consistency with underlying documents.

Independent Auditors' Report on the Standalone Financial Statements

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Board's report but does not include the standalone financial statements and our auditor's report thereon, which is expected to be made available to us after the date of this audit report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the standalone financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard as other information as stated above is expected to be made available to us after the date of this Auditor's Report.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, standalone changes in equity and standalone cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management and Board of Director use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

Corresponding figures for the year ended March 31, 2024 of the Company, have been audited by M/s Walker Chandiok & Co LLP, independent Chartered Accountants, who vide their audit report dated 30 May 2024, have expressed an unmodified opinion, whose report has been furnished to us by the management and which has been relied upon by us. We have not carried out any additional procedures thereon.

Our opinion on the Standalone Financial Statements is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order'), issued by the Central Government of India in terms of Section 143(11) of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. Further to our comments in Annexure A, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:
   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the accompanying standalone financial statements.
   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matter stated in Paragraph (i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).
   c. The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including the statement of Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
   d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
   e. On the basis of the written representations received from the directors as on March 31, 2025 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164(2) of the Act.
   f. With respect to the adequacy of the internal financial controls with reference to these standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report wherein we have expressed an unmodified opinion.
   g. In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid/ provided by the Company to its directors in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act;
   h. The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
   i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer note 37 to the standalone financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2025.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2025.

iv. (a) The Management has represented that, to the best of its knowledge and belief as disclosed in note 52 (v) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief as disclosed in note 52 (vi) to the standalone financial statements, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

Based on such audit procedures performed by us, as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The Company has not declared or paid any dividend during the year.

vi. As stated in note 54 to the standalone financial statements and based on our examination which included test checks, except for instance mentioned below, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software.

Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exception given below.

Nature of exception noted	Details of exception
Instances of accounting software for maintaining books of accounts for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software.	The audit trail feature was not enabled at the database level for accounting software to log any direct data changes, used for maintenance of all accounting records by the Company.

Further, the audit trail, to the extent maintained in the prior year, has been preserved by the Company as per the statutory requirements for the record retention.

For **Suresh Surana & Associates LLP**
Chartered Accountants
Firm's Registration No. 121750W/W100010

Sd/-
Kapil Kedar
Partner
Membership No. 094902
UDIN: 25094902BMOJVZ8285

Place: New Delhi
Date : May 30, 2025

Annexure to the Auditors' Report

Annexure A

(Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

(i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, Capital Work-In-Progress ('CWIP'), investment property and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a regular programme of physical verification of its property, plant and equipment, capital work-in-progress, investment property and relevant details of right-of-use assets under which the assets are physically verified in a phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment, capital work-in-progress, investment property and relevant details of right-of-use assets were verified during the year and no material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties including investment properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in note 52(xii) to the standalone financial statements, are held in the name of the Company.

(d) The Company has not revalued any of its property, plant and equipment and intangible assets during the year.

(e) According to the information and explanation given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records.

(b) The Company has not been sanctioned working capital limits by banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made investments in, provided any guarantee or security or granted any advances in the nature of loans to companies, firms, limited liability partnerships during the year. Further, the Company has granted unsecured loans to the companies and other parties during the year, in respect of which:

a. The Company has provided loans to the companies and other parties during the year

(₹ in million)

Particulars	Loans
Aggregate amount granted / provided during the year	
- Subsidiaries loans	114.85
- Others - employee loans	10.18
Balance outstanding as at March 31, 2025 in respect of above cases	
- Subsidiaries loans	-
- Others - employee loans	17.75

b. The Company has not made any investment or provided any guarantee or security or granted advances in the nature of loans during the year. However, the Company has granted loans and, in our opinion, and according to the information and explanations given to us, such loans granted are, prima facie, not prejudicial to the interest of the Company.

c. In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and principal amount and interest thereon is not due for repayment.

d. According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

Independent Auditors' Report

e. The Company has not granted any loan which has fallen due during the year. Further, no fresh loans were granted to any party to settle the overdue loans that existed as at the beginning of the year.

f. The Company has not granted any loan, which are repayable on demand or without specifying any terms or period of repayment.

(iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of loans granted and investments made, as applicable. Further, the Company has not entered into any transaction covered under section 185 and section 186 of the Act in respect of guarantees and security provided by it.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) Pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to its products, we have broadly reviewed the cost records maintained by the company and are of the opinion that prima facie, the specified accounts and records have been made and maintained. However, we have not made a detailed examination for the same.

(vii) In respect of statutory dues:

(a) The Company is generally regular in depositing undisputed statutory dues including income-tax, goods and services tax, provident fund, employees' state insurance, duty of custom, cess and other material statutory dues as applicable to the appropriate authorities during the year. According to the information and explanations given to us and based on audit procedure performed by us, there are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at the year end for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount (₹ in million)	Amount paid under Protest (₹ in million)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income-tax	91.63	-	Assessment Year 2019-20 to 2020-21	Commissioner of Income tax Appeals ('CIT(A)')
Income Tax Act, 1961	Income-tax	3,457.12	-	Assessment Year 2005-06 to 2008-09	Income Tax Appellate Tribunal ('ITAT')
Income Tax Act, 1961	Income-tax	33.69	-	Assessment Year 2016-17	High Court of Delhi
Finance Act, 1994	Service tax	70.60	-	Financial Year 2009-10 to 2012-13	High Court of Delhi
Central Excise Act, 1944	Disallowance of input tax credit	12.90	-	Financial year 2012-13	Supreme Court of India
Central Excise Act, 1944	Disallowance of input tax credit	1.20	-	Financial year 2011-12	Commissioner of central excise, Chandigarh-II
Central Excise Act, 1944	Rebate claim	3.45	-	Financial year 2010-11	High Court of Delhi
Goods & Services Tax Act, 2017	Excess Credit Claimed	0.30	-	Financial year 2020-21	Additional Commissioner (Appeal)

(viii) According to the information and explanation given to us and the records of the company examined by us, there were no transactions relating to previously unrecorded income in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix) (a) The Company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to any lender during the year except for the following:

Nature of borrowing including debt securities	Name of lender*	Amount not paid on due date (₹ in million)	Whether principal or interest	No. of days delay or unpaid	Remarks, if any
Loan from related party (promoter)	Dr. Rajesh Jain	3.06	Interest payment for the quarter ended on December 31, 2024	114	Payment made on 24-04-2025
Loan from related party (promoter)	Dr. Rajesh Jain	3.00	Interest payment for the quarter ended on March 31, 2025	24	Payment made on 24-04-2025
Total		6.06			

(b) According to the information and explanations given to us including and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations given to us, the company has not obtained any term loans during the year. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.

(d) In our opinion and according to the information and explanations given to us, the Company has not raised any funds on short term basis during the year. Accordingly, reporting under clause 3(ix)(d) of the Order is not applicable to the Company.

(e) According to the information and explanation given to us and procedures performed by us, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. Accordingly, clause 3(ix)(e) of the Order is not applicable.

(f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year and hence, the requirement to report under clause 3(x)(a) of the Order is not applicable to the Company.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures and hence, the requirement to report under clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.

(b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Ind AS 24 'Related Party Disclosures'.

(xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of section 138 of the Act

(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.

Annexure to the Auditors' Report

(b) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any core investment company (CIC).

(xvii) The Company has not incurred cash losses in the current financial year but had incurred cash losses amounting to Rs. 49.81 million in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios disclosed in note 53 of the standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying in the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) According to the information and explanations given to us, the Company does not meet the criteria as specified under sub-section (1) of section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Suresh Surana & Associates LLP**
Chartered Accountants
Firm's Registration No. 121750W/W100010

Sd/-
Kapil Kedar
Partner
Membership No. 094902
UDIN: 25094902BMOJVZ8285

Place: New Delhi
Date : May 30, 2025

Annexure B

(Referred to in paragraph 1 (f) under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub - section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls with reference to the standalone financial statements of Panacea Biotec Limited ('the Company') as on March 31, 2025, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls systems with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Suresh Surana & Associates LLP**
Chartered Accountants
Firm's Registration No. 121750W/W100010

Sd/-
Kapil Kedar
Partner
Membership No. 094902
UDIN: 25094902BMOJVZ8285

Place: New Delhi
Date : May 30, 2025

Standalone Balance Sheet as at March 31, 2025

(₹ in million)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
a) Property, plant and equipment	2.1	3,474.97	3,572.18
b) Capital work-in-progress	2.2	874.05	707.95
c) Investment property	2.3	682.28	657.73
d) Intangible assets	2.4	5.68	0.40
e) Intangible assets under development	2.5	316.36	257.43
f) Financial assets			
(i) Investments	3	2.70	2.70
(ii) Loans	4	-	-
(iii) Other financial assets	5	22.99	24.07
g) Income tax assets (net)	6	58.56	47.50
h) Other non-current assets	7	319.80	433.04
Total non-current assets		5,757.39	5,703.00
Current assets			
a) Inventories	8	1,520.96	1,079.29
b) Financial assets			
(i) Trade receivables	9	208.48	110.79
(ii) Cash and cash equivalents	10	385.04	50.92
(iii) Bank balances other than cash and cash equivalents	11	236.61	68.64
(iv) Loans	12	17.75	27.93
(v) Other financial assets	13	163.95	177.94
c) Other current assets	14	404.50	319.40
Total current assets		2,937.29	1,834.91
Total assets		8,694.68	7,537.91
EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	15	61.25	61.25
b) Other equity	16	3,078.43	3,230.17
Total equity		3,139.68	3,291.42
Liabilities			
Non-current liabilities			
a) Financial liabilities			
(i) Borrowings	17	1,605.09	1,248.67
(ii) Other financial liabilities	18	96.55	100.33
b) Provisions	19	199.53	158.19
c) Deferred tax liability (net)	20	139.80	247.92
Total non-current liabilities		2,040.97	1,755.11
Current liabilities			
a) Financial liabilities			
(i) Borrowings	21	679.42	-
(ii) Trade payables	22		
- Total outstanding dues of micro enterprises and small enterprises		95.54	30.10
- Total outstanding dues of creditors other than micro and small enterprises		1,552.76	1,131.35
(iii) Other financial liabilities	23	92.35	238.32
b) Other current liabilities	24	784.67	791.94
c) Provisions	25	309.29	299.67
Total current liabilities		3,514.03	2,491.38
Total equity and liabilities		8,694.68	7,537.91

The accompanying notes form an integral part of these standalone financial statements.

As per report of even date attached

For Suresh Surana & Associates LLP
Chartered Accountants
Firm Registration No. 121750W/W100010

For and on behalf of Board of Directors of Panacea Biotec Limited

Sd/-
Kapil Kedar
Partner
Membership No. 094902

Sd/-
Dr. Rajesh Jain
Chairman and Managing Director
(DIN 00013053)

Sd/-
Sandeep Jain
Joint Managing Director
(DIN 00012973)

Sd/-
Vinod Goel
Group CFO and Head Legal
& Company Secretary

Sd/-
Devender Gupta
Chief Financial Officer &
Head Information Technology

Place : New Delhi
Date : May 30, 2025

Standalone Statement of Profit and Loss for the year ended March 31, 2025

(₹ in million)

Particulars	Note No.	**For the year ended March 31, 2025**	For the year ended March 31, 2024
Income			
Revenue from operations	26	3,098.55	3,596.04
Other income	27	166.18	249.07
Total income		3,264.73	3,845.11
Expenses			
Cost of materials consumed	28	1,240.11	1,238.99
Purchases of traded goods	29	17.52	-
Changes in inventories of finished goods, traded goods and work-in-progress	30	(230.56)	177.87
Employee benefits expense	31	970.18	865.29
Finance costs	32	154.59	137.81
Depreciation and amortisation expense	33	202.85	210.87
Other expenses	34	1,170.61	1,172.22
Total expenses		3,525.30	3,803.05
Profit / (loss) before exceptional items and tax		(260.57)	42.06
Exceptional items		-	-
Profit / (loss) before tax		(260.57)	42.06
Tax expense	35		
Current tax		-	6.36
Deferred tax		(108.30)	0.20
Total tax expense		(108.30)	6.56
Profit / (loss) for the year		(152.27)	35.50
Other comprehensive income / (loss)			
Items that will not be reclassified to profit or loss			
Remeasurement of net defined benefit plans		0.71	(0.79)
Income tax effect on above		(0.18)	0.20
Other comprehensive income / (loss)		0.53	(0.59)
Total comprehensive income / (loss) for the year		(151.74)	34.91
Earning / (loss) per equity share - basic and diluted (face value of ₹1 each) (in ₹)	36	(2.49)	0.58

The accompanying notes form an integral part of these standalone financial statements.

As per report of even date attached

For Suresh Surana & Associates LLP
Chartered Accountants
Firm Registration No. 121750W/W100010

Sd/-
Kapil Kedar
Partner
Membership No. 094902

Place : New Delhi
Date : May 30, 2025

For and on behalf of Board of Directors of Panacea Biotec Limited

Sd/-
Dr. Rajesh Jain
Chairman and Managing Director
(DIN 00013053)

Sd/-
Sandeep Jain
Joint Managing Director
(DIN 00012973)

Sd/-
Vinod Goel
Group CFO and Head Legal
& Company Secretary

Sd/-
Devender Gupta
Chief Financial Officer &
Head Information Technology

Standalone Cash Flow Statement for the year ended March 31, 2025

(₹ in million)

	Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
A.	**Cash flow from operating activities**			
	Profit / (loss) before tax		(260.57)	42.06
	Adjustments for:			
	Depreciation and amortisation expense	33	202.85	210.87
	Unrealized foreign exchange (gain) / loss (net)		12.67	7.86
	Loss / (gain) on sale / disposal of property, plant and equipment and intangible assets (net)		(0.63)	4.45
	Excess provisions and other balances written back	27	(13.46)	(20.49)
	Dividend income	27	(0.04)	(0.08)
	Allowance for expected credit loss and doubtful advances	34	69.81	115.83
	Tangibles assets under development provided / written off	34	13.40	5.00
	Bad Debts and advances written off	34	0.35	5.43
	Interest income	27	(94.87)	(152.18)
	Lease rent income	27	(45.42)	(47.02)
	Finance costs	32	154.59	137.81
	Operating profit / (loss) before working capital changes		38.68	309.54
	Adjustment for working capital changes:			
	Inventories		(441.67)	81.69
	Trade receivables		(100.42)	12.76
	Other financial assets		(1.56)	(7.16)
	Loans and other assets		39.63	(79.53)
	Provisions and other liabilities		515.81	32.20
	Cash generated from / (used in) operating activities		50.47	349.50
	Income tax (paid)		(11.06)	(18.80)
	Net cash generated from / (used in) operating activities (A)		39.41	330.70
B.	**Cash flow from investing activities**			
	Payment for property, plant and equipment and intangible assets (including Capital work in progress, intangible under development and capital advances) (net)		(529.66)	(755.26)
	Advance received against / proceeds from sale of property, plant and equipment		1.39	66.40
	Interest received		28.11	37.23
	Dividend income		0.04	0.08
	Lease rent income		45.42	47.02
	Investments in bank deposits having original maturity of more than three months		(515.59)	(118.50)
	Redemption of bank deposits having original maturity of more than three months		364.26	255.01
	Net cash generated from / (used in) investing activities (B)		(606.03)	(468.02)
C.	**Cash flow from financing activities**			
	Proceeds from non-current borrowings		393.29	2,153.37
	Repayment of non-current borrowings		(145.00)	(1,939.32)
	Proceeds from current borrowings		679.42	-
	Interest paid		(26.97)	(85.87)
	Net cash generated from / (used in) financing activities (C)		900.74	128.18
	Net Increase / (decrease) in cash and cash equivalents during the year (A+B+C)		334.12	(9.14)
	Cash and cash equivalents at the beginning of the year		50.92	60.06
	Cash and cash equivalents at the end of the year (refer note 10)		385.04	50.92
	Cash and cash equivalents			
	Balances with banks			
	- in current accounts		73.58	24.63
	- in exchange earners' foreign currency accounts		1.74	1.13
	Cash on hand		0.32	0.15
	Deposits with original maturity upto 3 months		309.40	25.01
	Total		385.04	50.92

Note: The Standalone Cash Flow Statement has been prepared in accordance with 'Indirect Method' as set out in the Ind AS - 7 on 'Statement of Cash Flows' as notified under Section 133 of the Companies Act, 2013, read with the relevant rules thereunder.

The accompanying notes form an integral part of these standalone financial statements.

As per report of even date attached

For Suresh Surana & Associates LLP
Chartered Accountants
Firm Registration No. 121750W/W100010

Sd/-
Kapil Kedar
Partner
Membership No. 094902

Place : New Delhi
Date : May 30, 2025

For and on behalf of Board of Directors of Panacea Biotec Limited

Sd/-
Dr. Rajesh Jain
Chairman and Managing Director
(DIN 00013053)

Sd/-
Sandeep Jain
Joint Managing Director
(DIN 00012973)

Sd/-
Vinod Goel
Group CFO and Head Legal
& Company Secretary

Sd/-
Devender Gupta
Chief Financial Officer &
Head Information Technology

Standalone Statement of Change in Equity for the year ended March 31, 2025

A. Equity share capital

(₹ in million)

Particulars	Amount
Balance as at April 1, 2023	61.25
Changes during the year	-
Balance as at March 31, 2024	61.25
Changes during the year	-
Closing balance as at March 31, 2025	61.25

Note: Refer note 15 for share capital details.

B. Other equity

(Also refer note 16) (₹ in million)

Particulars	Equity component of compound financial instruments	Reserves and surplus					Total Other Equity
		Securities premium reserve	Capital redemption reserve	General reserve	Capital Reserve	Retained earnings	
Balance as at April 1, 2023	216.54	897.05	1,022.34	684.99	2,148.34	(1,774.00)	3,195.26
Profit / (loss) for the year	-	-	-	-	-	35.50	35.50
Other comprehensive income / (loss) for the year (net of taxes)	-	-	-	-	-	(0.59)	(0.59)
Total comprehensive income / (loss) for the year	-	-	-	-	-	34.91	34.91
Balance as at March 31, 2024	216.54	897.05	1,022.34	684.99	2,148.34	(1,739.09)	3,230.17
Balance as at April 1, 2024	216.54	897.05	1,022.34	684.99	2,148.34	(1,739.09)	3,230.17
Profit / (loss) for the year	-	-	-	-	-	(152.27)	(152.27)
Other comprehensive income / (loss) for the year (net of taxes)	-	-	-	-	-	0.53	0.53
Total comprehensive income / (loss) for the year	-	-	-	-	-	(151.74)	(151.74)
Balance as at March 31, 2025	216.54	897.05	1,022.34	684.99	2,148.34	(1,890.83)	3,078.43

The accompanying notes form an integral part of these standalone financial statements.

As per report of even date attached

For Suresh Surana & Associates LLP
Chartered Accountants
Firm Registration No. 121750W/W100010

Sd/-
Kapil Kedar
Partner
Membership No. 094902

Place : New Delhi
Date : May 30, 2025

For and on behalf of Board of Directors of Panacea Biotec Limited

Sd/-
Dr. Rajesh Jain
Chairman and Managing Director
(DIN 00013053)

Sd/-
Sandeep Jain
Joint Managing Director
(DIN 00012973)

Sd/-
Vinod Goel
Group CFO and Head Legal
& Company Secretary

Sd/-
Devender Gupta
Chief Financial Officer &
Head Information Technology

Notes to the Standalone Financial Statements for the year ended March 31, 2025

Summary of Material Accounting Policies

1. Company information

Panacea Biotec Limited (Corporate identification number: L33117PB1984PLC022350) ('PBL' or the 'Company') is a public company incorporated and domiciled in India. The Company has its registered office at Ambala-Chandigarh Highway, Lalru-140501, Punjab, India. The Company has been incorporated under the provisions of Indian Companies Act, 1956 and is existing under the provisions of Indian Companies Act, 2013. Equity shares are listed with BSE Limited and National Stock Exchange of India Limited.

Company overview

The Company is one of India's leading research-based biotechnology companies engaged in the business of research, development, manufacture and marketing of vaccines in India and international markets. The Company's wholly owned subsidiary company viz. Panacea Biotec Pharma Ltd. is engaged in the business of research, development, manufacture and marketing of branded pharmaceutical formulations and nutritional products in India and international markets.

1.1 Basis of preparation

a. Statement of compliance

The standalone financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (the "Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and under relevant provisions of the Act as amended from time to time.

These standalone financial statements have been prepared for the Company on the going concern basis in accordance with accounting principles generally accepted in India and on the basis of relevent Ind AS that are effective on a reporting date i.e. March 31, 2025. These standalone financial statements were approved by the board of Directors of the Company on May 30, 2025.

b. Basis of measurement

The standalone financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments); and
- Defined benefit plans – plan assets measured at fair value.

1.2 Use of estimates and judgements

The preparation of the standalone financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the standalone financial statements.

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these standalone financial statements have been disclosed in note 1.4.

1.3 Material accounting policies

The material accounting policies that are used in the preparation of these financial statements are summarised below. These accounting policies are consistently used throughout the periods presented in the standalone financial statements.

a. Current versus non-current classification

The Company has considered an operating cycle of 12 months for determining current and non-current classification of assets and liabilities in the balance sheet. Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

b. Inventories

Inventories are valued as follows:

Raw material, components, stores and spares: Raw materials (including packing materials), stores and spares are valued at lower of cost or net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on a weighted average basis. Stores and spares having useful life of more than twelve months are capitalised as "Property, plant and equipment" and are depreciated prospectively over their remaining useful lives in accordance with Ind AS 16.

Work in progress and finished goods : Work in progress and finished goods are valued at lower of cost or net realisable value. Cost includes raw material cost and a proportion of direct and indirect overheads up to estimated stage of completion. Cost is determined on a weighted average basis.

Traded goods : Traded goods are valued at lower of cost or net realisable value. Cost includes cost of purchase and other cost incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Provision for expired / slow-moving / non-moving inventories: The provision for inventories are created as follows:

Category	Description	Provision %
Expired Inventory	This includes all items of inventories where the shelf life thereof has expired as on the reporting date.	100%
Near Expiry Inventory	This includes all items of inventories which are nearing expiry within:	
	• 1 to 3 months from the reporting date	100%
	• 4 to 6 months from the reporting date	50%
Inventory having no commercial value	This includes all items of inventories which have no commercial value, or which cannot be commercialized for any reason e.g. stability samples, control samples, development / exhibit batches, Reference listed drugs purchased for trials but remained unutilised etc.	100%
Slow moving / Non-moving inventory	This includes all items of inventories where the movement is slow or there is no movement, however inventory items can be used in case of any need e.g. spares kept for machines, production or lab consumables with long shelf life etc. as under:	
	• Inventories lying in stock for more than 1 year but less than 2 years from the reporting date	25%
	• Inventories lying in stock for more than 2 years but less than 3 years from the reporting date	50%
	• Inventories lying in stock for more than 3 years	100%
Good inventory	All other items of inventory which do not fall in any of the above categories will be considered as Good inventory	0%

Following are the exceptions:

i. Provision in respect of any inventory item that is the subject matter of any legal dispute shall be created based on the legal opinion from the legal department.

ii. All exceptions will have to be approved by the Chief Financial Officer of the Company.

iii. In case of inventory items on which provisions were made as per the policy however such items were subsequently consumed / utilised, then the provision made in respect of such an inventory shall be adjusted suitably.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

c. Property, plant and equipment

Recognition and initial measurement : All items of property, plant and equipment are initially measured at cost. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent to initial recognition, property, plant and equipment other than freehold land are measured at cost less accumulated depreciation and accumulated impairment losses. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits attributable to such subsequent cost associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of repairs and maintenance are recognised in the statement of profit and loss as incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date is disclosed as capital advances under non-current assets.

Capital work-in-progress included in property, plant and equipment are not depreciated as these assets are not yet available for use.

Subsequent measurement (depreciation and useful lives) : Depreciation on property, plant and equipment is provided on the straight-line method arrived on the basis of the useful life prescribed under Schedule II of the Act. The following useful life of assets has been determined by the Company:

Particulars	Useful life
Building – Factory	30 years
Building – Non-factory	60 years
Plant and Equipment	15 years and 20 years
Furniture and fixtures	10 years
Vehicles	8 years
Office equipment	5 years
Computer equipment	3 years and 6 years

i) Freehold land has an unlimited useful life and therefore is not depreciated.

ii) Leasehold land is amortised over the period of lease.

iii) Leasehold improvements are amortised over the initial period of lease or useful life, whichever is shorter.

The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

Where, during any financial year, any addition has been made to any asset, or where any asset has been sold, discarded, demolished or destroyed, or significant components replaced; depreciation on such assets is calculated on a pro rata basis as individual assets with specific useful life from the month of such addition or, as the case may be, up to the month on which such asset has been sold, discarded, demolished or destroyed or replaced.

De-recognition : An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognized.

d. Intangible assets

Recognition and initial measurement

Research and development costs : Expenditure on the research phase of projects is recognised as an expense as incurred. Costs that are directly attributable to a project's development phase are recognised as intangible assets, provided the Company can demonstrate the following:

- the technical feasibility of completing the intangible asset so that it will be available for use.
- the management's intention is to complete the intangible asset and use or sell it
- its ability to use or sell the intangible asset
- how the intangible asset will generate probable future economic benefits
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.
- its ability to measure reliably the expenditure attributable to the intangible asset during its development

Development costs not meeting these criteria for capitalisation are expensed as and when incurred.

Directly attributable costs include employee costs incurred on development of prototypes along with an appropriate portion of relevant overheads and borrowing costs.

Other intangibles : Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Internally generated intangible assets, excluding product development costs, are not capitalised and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

Intangible assets under development are not amortized as these assets are not yet available for use. These assets are evaluated for potential impairment on an annual basis or when there are indications that the carrying value is not recoverable.

Subsequent measurement (Amortisation and useful lives) : All finite-lived intangible assets, including internally developed intangible assets, are accounted for using the cost model whereby capitalised costs are amortised on a straight-line basis over their estimated useful lives. Residual values and useful lives are reviewed at each reporting date and any change in the same is accounted for prospectively. The following useful lives are applied:

Particulars	Useful life
Patents, trademarks and designs	7 years
Product development	5 years
Technical know-how	5 years
Software	5 years
Websites	2 years

The amortization expense on intangible assets with finite life is recognised in the statement of profit and loss under the head depreciation and amortization expense.

De-recognition : Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

e. Investment properties

Recognition and initial measurement : Investment properties are properties held to earn long term rentals or for capital appreciation, or both. Investment properties are measured initially at their cost of acquisition, including transaction costs. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the asset will flow to the Company. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

Properties held under leases are classified as investment properties when it is held to earn rentals or for capital appreciation or for both, rather than for sale in the ordinary course of business or for use in production or administrative functions.

Subsequent measurement (depreciation and useful lives) : Investment properties are subsequently measured at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation on investment properties is provided on the straight-line method over the lease period of the right-of-use assets.

Though, the Company measures investment properties using cost-based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model acceptable internationally.

De-recognition : Investment properties are de-recognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds, if any, and the carrying amount of the asset is recognised in the statement of profit and loss in the period of de-recognition.

f. Impairment of non-financial assets / Assets classified as held for sale

The carrying amounts of the Company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill and intangible assets that have indefinite lives or that are not yet available for use are tested for impairment annually; their recoverable amount is estimated annually each year at the reporting date.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the 'cash-generating unit'). The recoverable amount of an asset or cash-generating unit is the greater of its value in use or its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The goodwill acquired in a business combination is, for the purpose of impairment testing, allocated to cash-generating units that are expected to benefit from the synergies of the combination. Intangibles with indefinite useful lives are tested for impairment individually.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis. Impairment losses are recognised in the statement of profit and loss.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

During the current financial year, the Company has considered it appropriate to undertake the impairment assessment based on certain indicators. With reference to the latest business plan, the decline in operating profits is considered temporary.

Notes to the Standalone Financial Statements for the year ended March 31, 2025

Based on management's impairment assessment, recoverable amount is higher than the carrying amount of property, plant and equipment and hence, no impairment is recognized.

g. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing cost consists of interest, ancillary costs and other costs in connection with the borrowing and also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

h. Foreign and presentation currency

The financial statements are presented in Indian Rupees (₹), which is also the Company's functional and presentation currency.

Rounding of amount : All amounts disclosed in the financial statements and notes have been rounded-off to the nearest ₹ million or decimal thereof as per the requirement of Schedule III, unless otherwise stated. Amount less than ₹50,000 is presented ₹0.00 million.

Foreign currencies transactions and balances

Initial recognition : Transactions in foreign currencies are initially recorded by the Company at its functional currency spot rates at the date the transaction first qualifies for recognition.

Subsequent measurement : Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss in the year in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in Other Comprehensive Income ("OCI") or profit or loss are also recognised in OCI or profit or loss, respectively).

Exchange differences arising on other long-term foreign currency monetary items are accumulated in the "Foreign Currency Monetary Item Translation Difference Account" and amortised over the remaining life of the concerned monetary item.

All other exchange differences are charged to the statement of profit and loss.

i. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial results are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

j. Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties, if any. The Company recognises revenue when it transfers control over a product or service to a customer.

The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The Company applies the revenue recognition criteria to each separately identifiable component of the Revenue transaction as set out below:

Sale of goods : Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is neither continuing managerial involvement with the goods nor effective control over the goods sold, it is probable that economic benefits will flow to the Company, the costs incurred or to be incurred in respect of the transaction can be measured reliably and the amount of revenue can be measured reliably.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation. The transaction price of goods sold is net of variable consideration on account of discounts. Revenue is disclosed exclusive of goods and services tax.

Revenue from these sales is recognised based on the price specified in the contract, net of the estimated volume discounts. Accumulated experience is used to estimate and provide for the discounts, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur.

The Company enters into arrangements for the sale of its products in certain markets. Under such arrangements, the Company sells its products at an agreed price mentioned in the arrangement and is also entitled to a profit share which is over and above the agreed price. The profit share is dependent on the ultimate net sale proceeds or net profits, subject to any reductions or adjustments that are required by the terms of the arrangement. Revenue in an amount equal to the base supply price is recognised in these transactions upon delivery of products to the business partners. An additional amount representing the profit share component is recognised as revenue only to the extent that it is highly probable that a significant reversal will not occur.

Revenue from services rendered is recognised in the statement of profit and loss over the period the underlying services are performed.

Dividend income : Dividend income is recognised at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

Interest income : Interest income is recorded on accrual basis using the effective interest rate (“EIR”) method.

Royalty income : Royalty is recognized on an accrual basis based on actual sale of product by the licensee and in accordance with the terms of the relevant agreement.

Research and license fees income : Research and license fees income is recognized on an accrual basis based on actual sale of product by the licensee and in accordance with the term of the relevant agreement.

Export incentives : Export entitlements from government authorities are recognised in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of the exports made by the Company, and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

A provisions for expected sales returns is determined based on the historical percentage of sales return for the same types of goods for which the provision is currently being determined. The same percentage to the sales is applied for the current accounting period to derive the provision for sales return to be accrued. It is very unlikely that actual sales return will exactly match the historical percentage. These estimates are reviewed annually for any material changes in assumptions and likelihood of occurrence.

k. Financial instruments

Financial instruments are recognised when the Company becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Recognition and initial measurement : Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

Subsequent measurement

Financial assets

i. Financial assets carried at amortised cost – A financial instrument is measured at amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest method.

ii. Investments in equity instruments of subsidiaries and joint ventures - Investments in equity instruments of subsidiaries and joint ventures are accounted for at cost in accordance with Ind AS 27 Separate Financial Statements.

iii. Financial assets at fair value

Investments in equity instruments other than above – Investments in equity instruments which are held for trading are generally classified as at fair value through profit or loss ("FVTPL"). For all other equity instruments, the Company makes irrevocable choice upon initial recognition, on an instrument to instrument basis, to classify the same either as at fair value through other comprehensive income ("FVOCI") or fair value through profit or loss FVTPL.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Company transfers the cumulative gain or loss within equity. Dividends on such investments are recognised in the statement of profit and loss unless the dividend clearly represents a recovery of part of the cost of the investment.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the profit or loss.

De-recognition of financial assets : A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Financial liabilities

Subsequent to initial recognition, all non-derivative financial liabilities, other than derivative liabilities, are subsequently measured at amortised cost using the effective interest method.

De-recognition of financial liabilities : A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments : Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Impairment of financial assets : The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

l. Investment in subsidiaries and joint ventures

Investments in subsidiaries and joint ventures are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of these investments, the difference between net disposal proceeds and the carrying amounts are recognised in the statement of profit and loss.

m. Post-employment and other employee benefits

Provident fund : Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. The Company has no obligation other than the contribution payable to the Provided Fund. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Gratuity : A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of the gratuity plan (administered through the Life Insurance Corporation of India), which is a defined benefit plan, is calculated by estimating the ultimate cost to the entity of the benefit that employees have earned in return for their service in the current and prior periods. This requires an entity to determine how much benefit is attributable to the current and prior periods and to make estimates (actuarial assumptions) about demographic variables and financial variables that will affect the cost of the benefit. The cost of providing benefits under the defined benefit plan is determined on the basis of actuarial valuation using the projected unit credit method. Actuarial gains / losses resulting from re-measurements of the liability are included in other comprehensive income.

Compensated absences : Compensated absences, which are expected to be utilized within the next 12 months, is treated as short term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats compensated absences expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains / losses are immediately taken to the statement of profit and loss and are not deferred.

Other short-term benefits : Expense in respect of other short-term benefits is recognized on the basis of amount paid or payable for the period during which services are rendered by the employees.

n. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

o. Income taxes

Income tax expense recognized in statement of profit and loss comprises current tax and deferred tax except the ones recognized in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with the applicable tax regulations. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and liability simultaneously.

Deferred tax is recognized in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets on unrealised tax loss are recognized to the extent that it is probable that the underlying tax loss will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside statement of profit and loss is recognized outside statement of profit or loss (either in other comprehensive income or in equity).

p. Government grants

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the group will comply with all the conditions.

Government grants related to the income are deferred and recognised in statement of profit and loss over the period necessary to match them with the cost that are intended to compensate and presented within other income.

Government grants related to property plant and equipment are included in the non-current liabilities as deferred income and are credited to profit and loss on a straight-line basis over the expected life of the related assets and presented within other income.

When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is initially recognised as deferred income at fair value and subsequently are recognised in standalone statement of profit and loss as other income on a systematic basis over the expected useful life of the related asset.

q. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

Notes to the Standalone Financial Statements for the year ended March 31, 2025

Identification of segments : In accordance with Ind AS 108 – Operating Segment, the operating segments used to present segment information are identified on the basis of information reviewed by the Company's management to allocate resources to the segments and assess their performance. An operating segment is a component of the Company that engages in business activities from which it earns revenues and incurs expenses, including revenues and expenses that relate to transactions with any of the Company's other components. Results of the operating segments are reviewed regularly by the Board of Director (Managing Director and Chief Financial officer) which has been identified as the chief operating decision maker (CODM), to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

Allocation of common costs : Common allocable costs are allocated to each segment accordingly to the relative contribution of each segment to the total common costs.

Unallocated items : Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies : The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole. In accordance with Ind AS 108, Operating Segments, the management has disclosed the segment information in the consolidated financial statements of the Group.

r. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

s. Provisions, contingent liabilities and contingent assets

Provisions are recognised when present obligations as a result of past events will probably lead to an outflow of economic resources from the Company and they can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive obligation that has resulted from past events.

Provisions are measured at the best estimate of expenditure required to settle the present obligation at the reporting date, based on the most reliable evidence, including the risks and uncertainties associated with the present obligation.

In those cases where the possible outflow of economic resource as a result of present obligations is considered improbable or remote, or the amount to be provided for cannot be measured reliably, no liability is recognised in the balance sheet.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. The Company does recognise a contingent liability but discloses its existence in the financial statements.

Any amount that the Company can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset up to the amount of the related provisions. All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Contingent assets are not recognized in the financial statements.

t. Exceptional Items

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and the same is disclosed in standalone statement of profit and loss and in the notes forming part of the standalone financial statements.

1.4 Critical management judgments in applying accounting policies and estimation uncertainty

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the related disclosures.

Judgments

Research and developments costs : Management monitors progress of internal research and development projects by using a project management system. Significant judgment is required in distinguishing research from the development phase. Development costs are recognised as an asset when all the criteria are met, whereas research costs are expensed as incurred. Management also monitors whether the recognition requirements for development costs continue to be met. This is necessary due to inherent uncertainty in the economic success of any product development.

Recognition of deferred tax assets : The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.

Provisions, contingent liabilities and contingent assets : The Company is the subject of legal proceedings and tax issues covering a range of matters, which are pending in various jurisdictions. In view of the uncertainty inherent in such matters, it is difficult to predict the final outcome of such matters. The cases and claims against the Company often raise difficult and complex factual and legal issues, which are subject to many uncertainties, including but not limited to the facts and circumstances of each particular case and claim, the jurisdiction and the differences in applicable law. In the normal course of business, management consults with legal counsel and certain other experts on matters related to litigation and taxes. The Company accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated.

Impairment of financial assets : At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding financial assets.

Evaluation of indicators for impairment of assets : The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Estimates

Useful lives of depreciable / amortisable assets : Management reviews its estimate of the useful lives of depreciable / amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, IT equipment and other plant and equipment.

Defined benefit obligation : Management's estimate of the Defined Benefit Obligations (DBO) is based on a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

1.5 New and amended standards

The Company has applied the following amendments for the first time for their annual reporting period commencing 1 April 2023:

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors : The amendments to Ind AS 8 clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. They also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments had no impact on the Company's standalone financial statements.

Ind AS 1 – Presentation of Financial Statements : The amendments to Ind AS 1 provide guidance on applying materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's financial statements.

Ind AS 12 – Income Taxes : The amendments to Ind AS 12 Income Tax narrow the scope of the initial recognition exception, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases. The above amendments did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

1.6 Recent accounting pronouncements (Standard issued but not yet effective):

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. 1st April, 2024. The Company has reviewed the new pronouncements and based on its evaluation, has determined that it does not have any significant impact in its Standalone financial statements.

Ind AS 21 The Effects of Changes in Foreign Exchange Rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information to enable understand the impact on the entity's financial performance, financial position and cash flows. The amendments are effective for annual reporting periods beginning on or after April 01, 2025. When applying the amendments, an entity cannot restate comparative information. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact on its financial statements.

There are no new and amended standards that are issued, but not yet effective as of 31st March, 2025.

Notes to the Standalone Financial Statements for the year ended March 31, 2025

2.1 Property, plant and equipment

(₹ in million)

Particulars	Freehold land	Right of use asset - land	Buildings	Plant and equipments	Furniture and fittings	Vehicles	Office equipments	Computer equipments	Total
Gross carrying value:									
As at April 1, 2023	1,653.42	150.04	2,146.11	3,482.39	141.51	54.45	81.68	100.45	7,810.05
Additions	-	-	-	85.80	0.30	2.56	2.34	7.34	98.34
Disposals	(99.97)	0.05	(2.00)	(100.88)	(23.49)	(11.72)	(21.80)	(18.12)	(277.93)
Transferred to investment property (refer note (ii) below)	-	-	(172.60)	-	-	-	-	-	(172.60)
As at March 31, 2024	1,553.45	150.09	1,971.51	3,467.31	118.32	45.29	62.22	89.67	7,457.86
As at April 1, 2024	1,553.45	150.09	1,971.51	3,467.31	118.32	45.29	62.22	89.67	7,457.86
Additions	-	-	8.65	96.73	1.64	11.16	5.46	6.51	130.15
Disposals / Adjustments	9.02	-	(9.00)	(0.10)	-	(10.91)	10.25	2.70	1.96
Transferred to investment property (refer note (iii) below)	-	-	(40.80)	-	-	-	-	-	(40.80)
As at March 31, 2025	1,562.47	150.09	1,930.36	3,563.94	119.96	45.54	77.93	98.88	7,549.17
Accumulated depreciation:									
As at April 1, 2023	-	25.74	790.09	2,705.17	134.77	32.85	74.03	94.87	3,857.52
Charge for the year	-	2.44	53.19	139.04	0.11	3.37	1.06	1.68	200.89
Disposals	-	0.01	(2.00)	(91.88)	(23.36)	(11.13)	(21.07)	(17.82)	(167.25)
Transferred to investment property (refer note (ii) below)	-	-	(5.48)	-	-	-	-	-	(5.48)
As at March 31, 2024	-	28.19	835.80	2,752.33	111.52	25.09	54.02	78.73	3,885.68
As at April 1, 2024	-	28.19	835.80	2,752.33	111.52	25.09	54.02	78.73	3,885.68
Charge for the year	-	2.44	51.90	126.76	0.20	3.88	2.43	4.09	191.70
Disposals	-	-	3.39	(4.70)	1.12	(10.36)	10.27	2.90	2.62
Transferred to investment property (refer note (iii) below)	-	-	(5.80)	-	-	-	-	-	(5.80)
As at March 31, 2025	-	30.63	885.29	2,874.39	112.84	18.61	66.72	85.72	4,074.20
Net carrying value:									
As at March 31, 2025	1,562.47	119.46	1,045.07	689.55	7.12	26.93	11.21	13.16	3,474.97
As at March 31, 2024	1,553.45	121.90	1,135.71	714.98	6.80	20.20	8.20	10.94	3,572.18

Notes :

(i) Refer note 37(B) for information on contractual commitments related to property, plant and equipment.

(ii) During financial year ended March 31, 2024, the Company has classified its properties amounting ₹167.12 million (Gross value ₹172.60 million and accumulated depreciation ₹5.48 million) as investment property from property plant and equipment, due to change in plan and objective towards utilisation of said properties.

(iii) During financial year ended March 31, 2025, the Company has classified its properties amounting ₹35.00 million (Gross value ₹40.80 million and accumulated depreciation ₹5.80 million) as investment property from property plant and equipment, due to change in plan and objective towards utilisation of said properties.

(iv) The Company carried out an impairment assessment of the aforesaid cash-generating unit (CGUs) in terms of Ind AS 36 "imparement of assets" using a discounted cash flow model which is based on the net present value of the forecasted earnings of the CGUs with the help of an external valuation specialist. This is calculated using certain assumptions viz. discount rate of 17.8%, terminal year growth rate of 4% and cash flow forecasts for 5 years. The Company has also involved independent, registered valuer to assess the value in use of the CGUs by cash flow approach. These forecasts contain management's best view of the expected performance of the CGU based on the management's knowledge of the market environment, strategic initiatives and future business plans. As per the management's assessment, there is no impairment required to be recognized in the statement of profit and loss account.

(v) The Company has not revalued its property, plant and equipment during the financial year 2024-25.

(vi) The Company has adopted cost model for its property, plant & equipments.

2.2 Capital work-in-progress

(₹ in million)

Particulars	Amount
As at April 1, 2023	164.24
Additions	602.60
Capitalised	(58.81)
Disposals	(0.08)
As at March 31, 2024	707.95
As at April 1, 2024	707.95
Additions	204.16
Capitalised	(38.06)
Disposals	-
As at March 31, 2025	874.05

Notes :

(i) The capital work-in-progress relates to ongoing projects for construction and installation of property, plant and equipment.

(ii) Ageing for capital work-in-progress as at March 31, 2025: (₹ in million)

Capital work in progress	Amount in capital work in progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in progress	204.16	622.37	47.52	-	874.05
Total	204.16	622.37	47.52	-	874.05

(iii) Ageing for capital work-in-progress as at March 31, 2024: (₹ in million)

Capital work in progress	Amount in capital work in progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in progress	646.53	61.42	-	-	707.95
Total	646.53	61.42	-	-	707.95

(iv) Projects in progress as on March 31, 2025 and as on March 31, 2024 have not exceeded the cost and timeline compared to their respective original plans.

(v) The capital work in progress of projects in progress as on March 31, 2025 will be capitalised upon completion in subsequent years.

2.3 Investment property

(₹ in million)

Particulars	Freehold land	Building	Total
Gross carrying value:			
As at April 1, 2023	151.00	422.39	573.39
Transferred from property, plant and equipment (refer note 2.1(ii))	-	172.60	172.60
As at March 31, 2024	151.00	594.99	745.99
Transferred from property, plant and equipment (refer note 2.1(iii))	-	40.80	40.80
As at March 31, 2025	151.00	635.79	786.79
Accumulated depreciation:			
As at April 1, 2023	-	72.97	72.97
Transferred from property, plant and equipment (refer note 2.1(ii))	-	5.48	5.48
Charge for the year	-	9.81	9.81
As at March 31, 2024	-	88.26	88.26
Transferred from property, plant and equipment (refer note 2.1(iii))		5.80	5.80
Charge for the year	-	10.45	10.45
As at March 31, 2025	-	104.51	104.51
Net carrying value:			
As at March 31, 2025	151.00	531.28	682.28
As at March 31, 2024	151.00	506.73	657.73

Notes to the Standalone Financial Statements for the year ended March 31, 2025

Information regarding income and expenditure of the investment property:

(₹ in million)

Particulars	**For the year ended March 31, 2025**	For the year ended March 31, 2024
Rental income derived from investment property (refer note 27)	16.44	41.21
Less: Direct operating expenses	-	-
Profit from investment property before depreciation	16.44	41.21
Less: Depreciation for the year	(10.45)	(9.81)
Profit arising from investment property	5.99	31.40

Fair value of the investment property:

(₹ in million)

Particulars	**As at March 31, 2025**	As at March 31, 2024
Investment property	682.28	657.73

Estimation of fair value : The fair value of investment property was carried out, and was based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. The fair valuation is based on prices in the active market for similar properties. The main input used are quantum, area, location and demand.

2.4 Intangible assets

(₹ in million)

Particulars	Patents, trademarks and copyrights	Softwares	Websites	Products development	Total
Gross carrying value:					
As at April 1, 2023	67.69	223.84	9.20	510.68	811.41
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
As at March 31, 2024	67.69	223.84	9.20	510.68	811.41
As at April 1, 2024	67.69	223.84	9.20	510.68	811.41
Additions	-	5.98	-	-	5.98
Disposals	-	-	-	-	-
As at March 31, 2025	67.69	229.82	9.20	510.68	817.39
Accumulated amortisation:					
As at April 1, 2023	67.47	223.49	9.20	510.68	810.84
Charge for the year	0.05	0.12	-	-	0.17
As at March 31, 2024	67.52	223.61	9.20	510.68	811.01
As at April 1, 2024	67.52	223.61	9.20	510.68	811.01
Charge for the year	0.01	0.69	-	-	0.70
As at March 31, 2025	67.53	224.30	9.20	510.68	811.71
Net carrying value:					
As at March 31, 2025	0.16	5.52	-	-	5.68
As at March 31, 2024	0.17	0.23	-	-	0.40

Note: The Company has adopted cost model for its intangible assets.

2.5 Intangible assets under development

(₹ in million)

Particulars	Amount
As at April 1, 2023	114.23
Additions	143.68
Capitalised	(0.48)
As at March 31, 2024	257.43
As at April 1, 2024	257.43
Additions	62.17
Capitalised / adjustment	(3.24)
As at March 31, 2025	316.36

Notes :

(i) The cost incurred on intangible assets under development relates to products development, patents, technical know-how and softwares.

(ii) Ageing for intangible assets under development as at March 31, 2025: (₹ in million)

Capital work in progress	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in progress	62.17	140.84	113.35	-	316.36
Projects temporarily suspended	-	-	-	-	-
Total	62.17	140.84	113.35	-	316.36

(iii) Ageing for intangible assets under development as at March 31, 2024: (₹ in million)

Capital work in progress	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in progress	143.69	113.74	-	-	257.43
Projects temporarily suspended	-	-	-	-	-
Total	143.69	113.74	-	-	257.43

(iv) Projects in progress as on March 31, 2025 and as on March 31, 2024 have not exceeded the cost and timeline as compared to their respective original plans.

(v) The capital work in progress ('CWIP') of projects in progress as on March 31, 2025 will be capitalised upon completion in subsequent years.

(₹ in million)

Particulars	**As at March 31, 2025**	As at March 31, 2024
3. Investments (non-current)		
Investments in equity instruments (unquoted):		
A. In subsidiary companies (at cost unless otherwise stated):		
i) Panacea Biotec Pharma Limited		
1,000,000 (March 31, 2024: 1,000,000) equity shares of ₹1 each, fully paid up	1.00	1.00
ii) Meyten Realtech Private Limited ("Meyten")		
4,876,319 (March 31, 2024: 4,876,319) equity shares of ₹1 each, fully paid up*	0.10	0.10
iii) Adveta Power Private Limited		
90,000 (March 31, 2024: 90,000) equity shares of ₹10 each, fully paid up	0.90	0.90
iv) PanEra Biotec Private Limited		
419,767 (March 31, 2024: 419,767) equity shares of ₹10 each, fully paid	4.20	4.20
v) Panacea Biotec (International) S.A., Switzerland (refer note 49)		
6,000 (March 31, 2024: 6,000) equity shares of CHF 100 each, fully paid up	34.36	34.36
	40.56	40.56
Less: Provision for impairment in value of investments mentioned at (iv) and (v) above	38.56	38.56
Total (A)	2.00	2.00
*4,776,319 shares allotted on April 20, 2023 pursuant to composite scheme of arrangement among inter-alia, the Company's erstwhile wholly-owned subsidiary, Radhika Heights Ltd. and Meyten Realtech Pvt. Ltd.		
B. Other investments (at fair value through profit and loss)		
i) Shivalik Solid Waste Management Limited		
20,250 (March 31, 2024: 20,250) equity shares of Rs.10 each fully paid up	0.20	0.20
ii) Mohali Green Environment Private Limited		
50,000 (March 31, 2024: 50,000) equity shares of Rs.10 each fully paid up	0.50	0.50
Total (B)	0.70	0.70
Total investments (A+B)	2.70	2.70
Aggregate amount of unquoted investments	41.26	41.26
Aggregate amount of impairment in value of investments	38.56	38.56

Notes:

(i) The Company does not have any quoted investments during the current as well as previous year.

(ii) Refer note 43 for disclosure on fair value measurements in respect of financial assets at cost and fair value through profit and loss.

Particulars	As at March 31, 2025	As at March 31, 2024
4. Loans (non-current)		
(Unsecured, considered doubtful / credit impaired)		
Loans to related parties (refer note 41)	531.15	416.20
Less : Loss allowance (refer note 41)	(531.15)	(416.20)
Total	-	-

Notes:

(i) Loans to related parties include accrued interest of ₹66.75 million (March 31, 2024: ₹114.95 million).

(ii) Loans have been granted for business purposes. In line with Circular No 04/2015 issued by Ministry of Corporate Affairs dated 10th March, 2015.

(iii) During the year, the Company has not given any loan to Promoters, Directors and KMPs.

(iv) Refer note 43 and 44 for disclosure of fair value in respect of financial assets measured at amortised cost and disclosure for financial risk management for assessment of expected credit losses, respectively.

Notes to the Standalone Financial Statements for the year ended March 31, 2025

(₹ in million)

	Particulars	As at March 31, 2025	As at March 31, 2024
5.	**Other financial assets (non-current)**		
	(Unsecured, considered good, unless stated otherwise)		
	Security deposits	19.87	19.12
	Bank deposits (due for maturity after 12 months from the reporting date)	3.12	4.95
	Total (A)	22.99	24.07
	(Unsecured, considered doubtful / credit impaired)		
	Accrued Interest (refer note 41)	66.75	114.95
	Less : Loss allowance (refer note 41)	(66.75)	(114.95)
	Total (B)	-	-
	Total (A+B)	22.99	24.07

Notes:

(i) Fixed deposits amounting to ₹3.03 million (March 31, 2024: ₹4.34 million) are pledged / deposited with banks and various government authorities for tender, bank guarantee, margin money, etc.

(ii) Refer note 43 and 44 for disclosure of fair value in respect of financial assets measured at amortised cost and disclosure for financial risk management for assessment of expected credit losses, respectively.

	Particulars	As at March 31, 2025	As at March 31, 2024
6.	**Income tax assets (net)**		
	Advance taxes	173.37	1,762.25
	Less: Provision for taxes	(114.81)	(1,714.75)
	Total	58.56	47.50
7.	**Other non-current assets**		
	(Unsecured, considered good unless stated otherwise)		
	Balances with statutory authorities	312.95	427.49
	Capital advances	6.80	5.05
	Prepaid expenses	0.05	0.50
	Total (A)	319.80	433.04
	(Unsecured, considered doubtful, credit impaired		
	Capital advances	177.47	177.57
	Less: Allowance for doubtful advances	(177.47)	(177.57)
	Total (B)	-	-
	Total (A+B)	319.80	433.04
8.	**Inventories**		
	(Valued at lower of cost or net realisable value)		
	Raw materials including packing materials	708.45	526.26
	Finished goods	557.17	318.30
	Traded goods	9.26	-
	Work-in-progress	116.43	134.00
	Stores and spares	129.65	100.73
	Total	1,520.96	1,079.29

Notes:

(i) The Company recorded inventory write down (net) of ₹ Nil (March 31, 2024: ₹63.2 million) on account of inventory obsolescence, expiry etc. This is included as part of cost of materials consumed and changes in inventories of finished goods, work-in- progress, stores, spares and stock-in-trade in profit or loss, as the case may be.

(ii) Refer note 28, 29, and 30 for consumption of and changes in inventories recorded by the Company.

	Particulars	As at March 31, 2025	As at March 31, 2024
9.	**Trade receivables**		
	Unsecured, considered good	208.48	110.79
	Unsecured, considered doubtful, credit impaired	24.45	22.46
		232.93	133.25
	Less: Allowance for expected credit loss	(24.45)	(22.46)
	Total	208.48	110.79

Notes:

(i) Refer note 43 and 44 for disclosure of fair value in respect of financial assets measured at amortised cost and disclosure for financial risk management for assessment of expected credit losses, respectively.

(ii) Ageing for trade receivables as at March 31, 2025: (₹ in million)

Particulars	Not due	Outstanding for periods from due date of payments					Total
		Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	201.66	5.22	0.19	0.26	-	1.15	208.48
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	0.96	0.96
Undisputed trade receivables - credit impaired	0.26	0.18	0.28	0.60	1.77	20.40	23.49
Total	201.92	5.40	0.47	0.86	1.77	22.51	232.93
Less: Allowance for doubtful trade receivables							(24.45)
Trade receivables (Net)							208.48

(iii) Ageing for trade receivables as at March 31, 2024: (₹ in million)

Particulars	Not due	Outstanding for periods from due date of payments					Total
		Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	98.91	9.70	0.64	0.41	-	1.13	110.79
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	0.96	0.96
Undisputed trade receivables - credit impaired	0.23	0.14	0.42	0.71	1.53	18.47	21.50
Disputed trade receivables - credit impaired							
Total	99.14	9.84	1.06	1.124	1.53	20.56	133.25
Less: Allowance for doubtful trade receivables							(22.46)
Trade receivables (Net)							110.79

(₹ in million)

Particulars	**As at March 31, 2025**	As at March 31, 2024
10. Cash and cash equivalents		
Balances with banks		
- in current accounts	73.58	24.63
- in exchange earners' foreign currency accounts	1.74	1.13
Cash on hand	0.32	0.15
Deposits with original maturity upto 3 months	309.40	25.01
Total	385.04	50.92

Notes:

(i) Fixed deposits amounting to ₹309.40 million (March 31, 2024: ₹ Nil) are pledged / provided with banks and various government authorities for tender, bank guarantee, margin money, etc.

(ii) There are no repatriation restrictions with regards to cash and cash equivalents as at the end of the reporting period.

11. Bank balances other than cash and cash equivalents		
Bank Deposits (with original maturity for more than 3 months but less than 12 months from the reporting date)	236.61	68.64
Total	236.61	68.64

Note: Fixed deposits amounting to ₹236.61 million (March 31, 2024: ₹68.51 million) are pledged / provided with banks and various government authorities for tender, bank guarantee, margin money, etc.

12. Loans (current)		
(Unsecured, considered good, unless stated otherwise)		
Amounts receivable from employees	17.75	27.93
Total (A)	17.75	27.93
(Unsecured, considered doubtful / credit impaired)		
Loans to related parties (refer note 41 and 49)	585.16	585.16
Less : Loss allowance for doubtful loans / credit impaired (refer note 41 and 49)	(585.16)	(585.16)
Total (B)	-	-
Total (A+B)	17.75	27.93

Notes:

(i) Refer note 43 and 44 for disclosure of fair value in respect of financial assets measured at amortised cost and disclosure for financial risk management for assessment of expected credit losses, respectively.

(ii) Loans to related parties have been granted for business purposes.

Notes to the Standalone Financial Statements for the year ended March 31, 2025

(₹ in million)

Particulars	As at March 31, 2025	As at March 31, 2024
13. Other financial assets (current)		
(Unsecured, considered good, unless stated otherwise)		
Security deposits	1.86	1.71
Deposits with original maturity for more than 12 months but remaining maturity is less than 12 months on reporting date	161.43	176.23
Others	0.66	-
Total (A)	163.95	177.94
(Unsecured, considered doubtful, credit impaired)		
Security deposits	2.04	1.85
Less: allowance for doubtful deposits	(2.04)	(1.85)
Total (B)	-	-
Total (A+B)	163.95	177.94

Notes:
(i) Refer note 43 and 44 for disclosure of fair value in respect of financial assets measured at amortised cost and disclosure for financial risk management for assessment of expected credit losses, respectively.
(ii) Fixed deposits amounting to ₹159.93 million (March 31, 2024: ₹175.48 million) are pledged / provided with banks and various government authorities for tender, bank guarantee, margin money, etc.

Particulars	As at March 31, 2025	As at March 31, 2024
14. Other current assets		
(Unsecured, considered good, unless stated otherwise)		
Balances with statutory authorities	334.94	269.77
Prepaid expenses	27.16	24.23
Export benefits receivable	4.38	3.89
Advance to suppliers	38.02	21.51
Total (A)	404.50	319.40
(Unsecured, considered doubtful, credit impaired)		
Advance to suppliers	35.48	34.61
Less: Allowance for doubtful advances	(35.48)	(34.61)
Total (B)	-	-
Total (A+B)	404.50	319.40
15. Share capital		
Authorised		
125,000,000 (March 31, 2024: 125,000,000) equity shares of ₹1 each	125.00	125.00
109,837,000 (March 31, 2024: 109,837,000) preference shares of ₹10 each	1,098.37	1,098.37
	1,223.37	1,223.37
Issued, subscribed and fully paid up		
61,250,746 (March 31, 2024: 61,250,746) equity shares of ₹1 each	61.25	61.25
Total	61.25	61.25

Notes:

(a) Reconciliation of number of equity shares:

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	₹ in million	No. of shares	₹ in million
Equity shares at the beginning of the year	61,250,746	61.25	61,250,746	61.25
Changes during the year	-	-	-	-
Equity shares at the end of the year	61,250,746	61.25	61,250,746	61.25

(b) Terms / rights attached to equity shares:

The Company has only one class of equity shares having a par value of ₹ 1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The Board of Directors has not proposed any dividend on equity shares for current year and previous year.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts including preference shares. The distribution will be in proportion to the number of equity shares held by the equity shareholders.

The Company has not reserved any shares for issuance under options.

(c) Details of Promotors' equity share holding in the Company:

Name of shareholders	**As at March 31, 2025**		As at March 31, 2024	
	No. of shares	% holding	No. of shares	% holding
Dr. Rajesh Jain	30,217,312	49.33%	30,217,312	49.33%
Mr. Sandeep Jain	9,351,924	15.27%	10,031,600	16.38%

(d) Details of equity shareholders holding more than 5% of equity shares in the Company:

Name of shareholders	**As at March 31, 2025**		As at March 31, 2024	
	No. of shares	% holding	No. of shares	% holding
Dr. Rajesh Jain	30,217,312	49.33%	30,217,312	49.33%
Mr. Sandeep Jain	9,351,924	15.27%	10,031,600	16.38%

The above information has been furnished as per the shareholders' details available with the Company at the year end.

(e) The Company has neither bought back any equity shares nor issued any equity shares as bonus or for consideration other than cash, during the period of five years immediately preceding the reporting date.

(f) Terms attached to 0.5% cumulative non-convertible and non-participating redeemable preference shares:

The Company has only one class of preference shares having a par value of ₹10 per share. The Company declares and pays dividends in Indian Rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The Board of Directors has not proposed any dividend on preference shares for current year and previous year.

The preference shares were initially issued for a period of 10 years w.e.f. January 6, 2015. The terms of preference shares were amended on April 8, 2019 so as to enhance the tenure from 10 years to 15 years with an option with the Company as well as preference shareholders for early redemption of preference shares, provided the secured debt obligations with respect to debentures issued by the Company are fully serviced as per the agreed terms. The said debentures were assigned and novated in favour of Panacea Biotec Pharma Limited in financial year 2019-20 and have subsequently been fully redeemed during financial year 2021-22.

In the event of liquidation of the Company, the holders of preference shares will be entitled to receive the remaining assets of the Company after distribution of all preferential amounts, in preference to the equity shareholders. The distribution will be in proportion to the number of preference shares held by the preference shareholders. Also refer note 17(iii).

(g) Reconciliation of 0.5% cumulative non-convertible and non-participating redeemable preference shares:

Particulars	**As at March 31, 2025**		As at March 31, 2024	
	No. of shares	₹ in million	No. of shares	₹ in million
Preference shares at the beginning of the year	16,137,000	161.37	16,137,000	161.37
Changes during the year	-	-	-	-
Preference shares at the end of the year	16,137,000	161.37	16,137,000	161.37

(h) The Company has neither bought back any preference shares nor issued any preference shares as bonus or for consideration other than cash, during the period of five years immediately preceding the reporting date.

(i) Details of Promoters' preference shareholding and preference shareholders holding more than 5% of 0.5% cumulative non-convertible and non-participating redeemable preference share capital:

Name of shareholders	**As at March 31, 2025**		As at March 31, 2024	
	No. of shares	% holding	No. of shares	% holding
Dr. Rajesh Jain	13,008,600	80.61%	13,008,600	80.61%
Mr. Sandeep Jain	3,128,400	19.39%	3,128,400	19.39%

The above information has been furnished as per the shareholders details available with the Company at the year end.

(₹ in million)

Particulars	**As at March 31, 2025**	As at March 31, 2024
16. Other equity		
A. Reserves and surplus:		
Capital reserve	2,148.34	2,148.34
Retained earnings	(1,890.83)	(1,739.09)
General reserve	684.99	684.99
Securities premium reserve	897.05	897.05
Capital redemption reserve	1,022.34	1,022.34
Total (A)	2,861.89	3,013.63
B. Equity component of compound financial instruments (refer note 15(f) to 15(i) and 17(iii))	216.54	216.54
Total (A+B)	3,078.43	3,230.17

Note: For changes in balances of reserves, refer to the Standalone Statement of Changes in Equity.

Notes to the Standalone Financial Statements for the year ended March 31, 2025

Nature and purpose of other reserves:

General reserve: The Company has transferred a portion of the net profit before declaring dividend to general reserve pursuant to the provisions of the erstwhile Companies Act, 1956. Mandatory transfer to general reserve is not required under the Act.

Securities premium reserve : Represents premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Retained earnings: Profits / (losses) that the Company has earned till date, less any transfer to any reserves, dividend or other distribution paid to shareholders.

Capital redemption reserve: Created in accordance with provisions of the Act in connection with the buy back of equity shares from the market.

Capital reserve: Created pursuant to the transfer of pharmaceutical business to PBPL and demerger of the real estate business.

(₹ in million)

Particulars	**As at March 31, 2025**	As at March 31, 2024
17. Borrowings (non-current)		
Unsecured:		
Liability component of compound financial instruments:		
16,137,000 (March 31, 2024: 16,137,000) 0.5% cumulative non-convertible and non-participating redeemable preference shares of ₹10 each (refer note (iii) below)	72.06	59.94
Loans from related parties (refer note (ii)(b) below)	1,533.03	1,188.73
Total	1,605.09	1,248.67

Notes :

(i) Rate of interest: The Company's long term borrowings were at an effective weighted average rate of 9% p.a. (March 31, 2024: 9% p.a.).

(ii) Repayment terms and security of Loans:
Loans from related parties includes loans from promoters, directors and/or bodies corporate and are payable after five years from the date of borrowings. Interest rate is 9% p.a.. Refer note 41 also.

(iii) Liability component of compound financial instruments
Further to note 15(f), the preference shares are presented in the balance sheet as follows:

(₹ in million)

Particulars	**As at March 31, 2025**	As at March 31, 2024
Value of preference shares issued	161.37	161.37
Opening interest accrued	115.11	105.00
Interest expense (refer note below)	12.12	10.11
Total (A)	288.60	276.48
Equity component of preference shares (refer note below)	216.54	216.54
Total (B)	216.54	216.54
Liability component of compound financial instruments (A-B)	72.06	59.94

Note: The equity component is the difference between fair value of liability component computed at the effective interest rate of 18.85% p.a. (March 31, 2024: 18.85% p.a.) and the value of preference shares issued, which is presented as a separate component of equity in the Standalone Statement of Changes in Equity.

18. Other financial liabilities (non-current)		
Interest accrued but not due on borrowings (refer note 41)	91.98	96.01
Security deposit	4.57	4.32
Total	96.55	100.33
19. Provisions (non-current)		
Provision for gratuity (refer note 42)	105.14	91.13
Provision for compensated absences (refer note 42)	76.88	67.06
Provision for expected sales return	17.51	-
Total	199.53	158.19

Changes in provision for expected sales return: (₹ in million)

Particulars	**Amount**
As at April 1, 2023	-
Changes during the year	-
As at March 31, 2024	-
Changes during the year	17.51
As at March 31, 2025	17.51

(₹ in million)

Particulars	As at March 31, 2025	As at March 31, 2024
20. Deferred tax liabilities (net)		
Deferred tax liabilities arising on account of:		
Property, plant and equipment and intangible assets	584.94	708.16
Total (A)	584.94	708.16
Deferred tax assets arising on account of:		
Expenditure allowed on payment basis	79.32	46.04
Allowance for expected credit loss and doubtful advances	200.07	-
Unabsorbed business losses and unabsorbed depreciation / provisions	165.75	414.20
Total (B)	445.14	460.24
Total (A-B)	139.80	247.92

Note: Refer note 35 for changes in balances of deferred tax assets and / or liabilities.

21. Borrowings (current)

Unsecured:		
Loans from related parties	679.42	-
Total	679.42	-

Notes :

(i) Rate of interest: The Company's short term borrowings were at an effective weighted average rate of 9% p.a. (March 31, 2024: NA).

(ii) Repayment terms and security of Loans: Loans from related parties includes loans from bodies corporate and are payable within 12 months from the date of borrowings. Refer note 41.

22. Trade payables

Total outstanding dues of micro enterprises and small enterprises	95.54	30.10
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,552.76	1,131.35
Total	1,648.30	1,161.45

Notes:

(a) Refer note 41 for related party transactions disclosures.

(b) Ageing for trade payables outstanding as at March 31, 2025: (₹ in million)

Particulars	Not due	Outstanding for periods from due date of payments				Unbilled due	Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years		
Micro enterprises and small enterprises	0.07	84.09	11.38	-	-	-	95.54
Others	4.55	715.22	7.40	69.44	27.41	95.38	919.40
Disputed dues - Others	-	-	-	-	633.36	-	633.36
Total	4.62	799.31	18.78	69.11	660.77	95.38	1,648.30

(c) Ageing for trade payables outstanding as at March 31, 2024: (₹ in million)

Particulars	Not due	Outstanding for periods from due date of payments				Unbilled due	Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years		
Micro enterprises and small enterprises	25.81	4.14	0.15	-	-	-	30.10
Others	34.01	322.81	72.64	4.39	22.61	56.86	513.32
Disputed dues - Others	-	-	-	618.03	-	-	618.03
Total	59.82	326.95	72.79	622.42	22.61	56.86	1,161.45

Notes to the Standalone Financial Statements for the year ended March 31, 2025

(d) Details of dues to micro, small and medium enterprises as defined under the Micro Small and Medium Enterprises Development Act, 2006 ["MSMED Act"]:

On the basis of confirmation obtained from suppliers who have registered themselves under the MSMED Act, and based on the information available with the Company, the following are the disclosures pursuant to the said MSMED Act :

(₹ in million)

Particulars	**As at March 31, 2025**	As at March 31, 2024
The amount remaining unpaid to any supplier as at the end of each accounting year		
Principal	95.54	30.10
Interest	1.58	0.14
The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	1.58	0.14
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act	-	-

(₹ in million)

Particulars	**As at March 31, 2025**	As at March 31, 2024
23. Other financial liabilities (current)		
Grant received (refer note (ii) below)	17.69	171.03
Interest accrued but not due on borrowings	17.46	-
Interest accrued and due on borrowings	6.06	-
Others	51.14	67.29
Total	92.35	238.32

Notes:

(i) Refer note 43 and 44 for disclosure of fair value in respect of financial liabilities measured at amortised cost and disclosure for financial risk management for assessment of expected credit losses, respectively.

(ii) During the financial year 2022-23, the Company had received grant of ₹236.65 million from Coalition for Epidemic Preparedness Innovations (CEPI), Norway for development of a broadly protective betacoronavirus vaccine. During the financial year 2024-25, the Company has recognised grant income of ₹218.96 million against the expenditure incurred on this project upto March 31, 2025. The project is in progress. Pending completion of the project, the unutilised amount of grant is considered as other financial liability as on March 31, 2025.

Particulars	As at March 31, 2025	As at March 31, 2024
24. Other current liabilities		
Advances from customers (refer note 37(A)(vii) and note 50)	625.61	632.20
Deferred government grant	139.00	143.38
Statutory liabilities	20.06	16.36
Total	784.67	791.94
25. Provisions (current)		
Provision for compensated absences (refer note 42)	74.46	64.84
Provision for others (refer note below)	234.83	234.83
Total	309.29	299.67

Note: There is no movement in provision for others during current and previous financial year.

(₹ in million)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
26. Revenue from operations		
Sale of products (net)		
Finished goods	2,486.09	3,530.84
Traded goods	10.76	0.84
Sale of services		
Royalty income	20.63	18.44
Others	-	0.26
Other operating revenue		
Export benefits	9.50	3.63
Production Linked Incentive (refer note B(ii) below)	165.00	26.50
Grant income from Government / Others (refer note B(iii) below)	402.69	-
Scrap sale	3.88	6.19
Technology transfer fee	-	9.34
Total	3,098.55	3,596.04
A. Disaggregated revenue from contracts with customers:		
Revenue from sale of products and service		
Vaccines	2,506.72	3,549.28
Others	10.76	1.10
Other operating revenue:		
Vaccines	577.19	39.47
Others	3.88	6.19
Total	3,098.55	3,596.04
Revenue by Geography:		
India	929.18	437.83
Outside India	2,169.37	3,158.21
Total	3,098.55	3,596.04
B. Reconciliation of gross revenue with the revenue from contracts with customers:		
Gross Revenue	3,113.84	3,604.10
Adjusted for:		
Discounts	(0.95)	(1.02)
Sales returns	(14.34)	(7.04)
Total	3,098.55	3,596.04

Notes:

(i) Revenues are recorded at a point in time when the Company has no remaining performance obligations once the goods are delivered to the customer as per terms of the contract.

(ii) The Company has received incentive of ₹165.00 million pertaining to FY2024-25 (FY2023-24 ₹26.50 million) under the Production Linked Incentive (PLI) Scheme for Pharmaceuticals of the Govt. of India. Under this Scheme the Company is eligible for total incentive of ₹500 million for FY2022-23 to FY2027-28 subject to the Company meeting the scheme conditions relating to investments and sales growth.

(iii) Grant income from Government / Others includes grant income of (i) ₹218.96 million (FY2023-24: ₹ Nil) recognised against the grant received from CEPI for developing abroadly protective Betacoronavirus vaccine as per the grant terms and (ii) ₹183.73 million (FY2023-24: ₹ Nil) recognised against the advance license / EPCG licenses.

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
C. Information about trade receivables, contract assets from contracts with customers:		
Trade receivables (refer note (i) below) (refer note 9)	232.93	133.25
Contract balances: Advances from customers (refer note (ii) below) (refer note 24)	625.61	632.20
Total	858.54	765.45

Notes:

(i) Trade receivables are non-interest bearing and are generally due within 30 to 180 days. There is no significant financing component in any transaction with the customers.

(ii) The adjustments of advances during the year are not considered to be significant.

Notes to the Standalone Financial Statements for the year ended March 31, 2025

(₹ in million)

Particulars	**For the year ended March 31, 2025**	For the year ended March 31, 2024
27. Other income		
Income from investments:		
Dividend income	0.04	0.08
Interest income from:		
Bank deposits	25.56	31.79
Loans to subsidiaries	66.75	114.95
Others	2.56	5.44
Others:		
Excess provisions and other balances written back	13.46	20.49
Lease rent - investment property (refer note 38)	16.44	41.21
Lease rent - others (refer note 38)	28.98	5.81
Gain on sale of property, plant and equipment (net)	0.63	0.56
Gain on foreign exchange transactions and translations (net)	10.87	20.37
Miscellaneous	0.89	8.37
Total	166.18	249.07
Note: Refer note 41 for related party transaction disclosures.		
28. Cost of materials consumed		
Raw materials including packing materials:		
Inventories at the beginning of the year	526.26	387.21
Add : Purchases during the year	1,422.30	1,378.04
Less: Inventories at the end of the year	(708.45)	(526.26)
Total	1,240.11	1,238.99
29. Purchases of traded goods		
Purchases of traded goods	17.52	-
Total	17.52	-
Note: Refer note 41 for related party transaction disclosures		
30. Changes in inventories of finished goods, traded goods and work-in-progress		
Inventories at the end of the year:		
Finished goods	557.17	318.30
Traded goods	9.26	-
Work-in-progress	116.43	134.00
Total (A)	682.86	452.30
Inventories at the beginning of the year:		
Finished goods	318.30	509.88
Traded goods	-	1.00
Work-in-progress	134.00	119.29
Total (B)	452.30	630.17
Changes in inventories of finished goods, traded goods and work-in-progress (B-A)	(230.56)	177.87
31. Employee benefits expense		
Salary and wages	906.13	809.13
Contribution to provident and other funds (refer note 42)	25.51	23.70
Staff welfare expenses	38.54	32.46
Total	970.18	865.29
Note: Refer note 41 for related party transaction disclosures.		
32. Finance costs		
Interest expense	149.23	132.16
Other borrowing costs	5.36	5.65
Total	154.59	137.81
Note: Refer note 41 for related party transaction disclosures.		
33. Depreciation and amortisation expense		
Depreciation on property, plant and equipment	191.70	200.89
Depreciation on investment property	10.45	9.81
Amortisation of intangible assets	0.70	0.17
Total	202.85	210.87

(₹ in million)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
34. Other expenses		
Advertising and sales promotion	34.42	16.37
Allowance for expected credit loss and doubtful advances	69.81	115.83
Analytical testing and trial	37.19	43.04
Bad debts, advances and other balances written off	0.35	5.43
Commission on sales	20.42	12.79
Consumption of stores and spares	229.83	250.29
Directors' sitting fees	1.65	1.50
Donation	1.13	-
Freight and forwarding	43.55	77.93
Insurance	36.07	31.59
Legal and professional	90.43	88.10
License fee	-	1.69
Meetings and conferences	13.36	5.95
Miscellaneous expenses	26.76	10.83
Office expenses	1.43	1.86
Payment to statutory auditor (refer note (i) below)	5.19	6.70
Postage and communication	5.25	5.27
Power and fuel	284.61	253.31
Printing and stationery	5.10	4.80
Property, plant and equipment written off	13.40	5.00
Rates and taxes	10.66	15.31
Rent	28.76	20.18
Repairs and maintenance:		
Buildings	28.01	35.18
Plant and machinery	34.57	28.50
Others	57.19	47.02
Royalty	0.08	-
Security charges	21.08	19.89
Staff training and recruitment	10.19	8.95
Subscription	9.02	13.02
Travelling and conveyance	37.95	30.17
Vehicle running and maintenance	13.15	15.72
Total	1,170.61	1,172.22
Notes:		
(i) Payment to statutory auditor (excludes GST)		
As auditor		
- Audit fee	2.00	2.10
- Limited review fee	1.80	2.40
In other capacity		
- Certification and other matters	0.98	1.62
- Reimbursement of out of pocket expenses	0.41	0.58
Total	5.19	6.70
(ii) Refer note 41 for related party transaction disclosures.		

Notes to the Standalone Financial Statements for the year ended March 31, 2025

(₹ in million)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
35. Tax expense		
(a) Income tax expense reported in the Statement of Profit and Loss		
Income tax expense consists of the following:		
Current tax	-	6.36
Deferred tax	(108.30)	0.20
Total tax expense	(108.30)	6.56
(b) Income tax expense in other comprehensive income:		
Income tax relating to remeasurement income / (loss) on defined benefit plans	(0.18)	0.20
Total (B)	(0.18)	0.20
Total tax expense / (benefit) (A+B)	(108.12)	6.36
Reconciliation of estimated tax expense at statutory income tax rate to income tax expense reported:		
Profit / (loss) before income taxes	(260.57)	42.06
At Company's statutory income tax rate of 25.168% (March 31, 2024: 25.168%).	(65.58)	10.59
Impact on account of change in tax rate on long term capital gains	(42.11)	-
Deferred tax adjustment (refer note b below)	(0.43)	(4.23)
Total	(108.12)	6.36

Tax losses:

a) The Company has unabsorbed business losses and unabsorbed depreciation as per tax laws of ₹388.82 million and ₹269.73 million, respectively as at March 31, 2025 (March 31, 2024: ₹784.03 million and ₹275.17 million, respectively) that is available for off-setting against the future taxable profits of the Company. The unabsorbed business losses can be carried forward for a period of eight years from the date of incurrence of such losses as per tax laws. These unabsorbed business losses will expire in financial year ending March 31, 2030 to March 31, 2033.

b) Deferred tax adjustment includes adjustments on account of earlier year losses, provision for doubtful advances and interest receivable now considered as realisable under the income tax laws by the Company.

c) Movement in deferred tax assets / (liabilities) :

For the year ended March 31, 2025: (₹ in million)

Particulars	As at March 31, 2024	Charged / (credited) to		As at March 31, 2025
		Profit and loss account	Other comprehensive income	
Tax effect of items constituting deferred tax liabilities:				
Property, plant and equipment and intangible assets	708.16	(123.22)	-	584.94
Total (A)	708.16	(123.22)	-	584.94
Tax effect of items constituting deferred tax assets:				
Expenditure allowed on payment basis	46.04	33.46	(0.18)	79.32
Allowance for expected credit loss and doubtful advances	-	200.07	-	200.07
Effect of unabsorbed business losses and depreciation	414.20	(248.45)	-	165.75
Total (B)	460.24	(14.92)	(0.18)	445.14
Net deferred tax assets / (liabilities) (B-A)	(247.92)	108.30	(0.18)	(139.80)

For the year ended March 31, 2024: (₹ in million)

Particulars	As at March 31, 2023	Charged / (credited) to		As at March 31, 2024
		Profit and loss account	Other comprehensive income	
Tax effect of items constituting deferred tax liabilities:				
Property, plant and equipment and intangible assets	708.16	-	-	708.16
Total (A)	708.16	-	-	708.16
Tax effect of items constituting deferred tax assets:				
Expenditure allowed on payment basis	46.04	0.20	(0.20)	46.04
Effect of unabsorbed business losses and depreciation	414.20	-	-	414.20
Total (B)	460.24	0.20	(0.20)	460.24
Net deferred tax assets / (liabilities) (B-A)	(247.92)	0.20	(0.20)	(247.92)

d) The deferred tax assets on unabsorbed business losses and depreciation have been recognised only to the extent of deferred tax liabilities only.

(₹ in million)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
36. Earning / (loss) per share		
Profit / (loss) attributable to shareholders	(152.27)	35.50
Weighted average number of equity shares	61,250,746	61,250,746
Face value per equity share (in ₹)	1.00	1.00
Earning / (loss) per equity share - basic and diluted (in ₹)	(2.49)	0.58

(₹ in million)

Particulars	As at March 31, 2025	As at March 31, 2024
37. Contingent liabilities and commitments		
(A) Contingent liabilities (to the extent not provided for):		
Disputed demands / show cause notices under:		
Income tax cases (refer notes (i) to (v) below)	3,582.45	3,550.05
Sales Tax / VAT / GST / Service tax / Excise & Custom duty cases (refer note (vi) below)	88.40	143.80

Notes :

i) Includes income tax demand of ₹162.22 million in respect to Assessment Year 2005-06. The Income Tax Department had issued alleged demand based on certain grounds related to purchases made by the Company from an overseas vendor. The matter was decided in favour of the Company and the demand was cancelled by Commissioner of Income Tax (Appeals) ("CIT (Appeals)"). However, the Income Tax Department has filed an appeal before Income Tax Appellate Tribunal ('ITAT') against the order of CIT (Appeals) which is pending at present. The Company believes that it has merit in this case, hence no provision is required.

ii) A search operation was conducted by the Income Tax Department in the premises of the Company in January 2012 and hence the Company had re-filed the income tax returns for the Assessment Year 2006-07 to 2012-13. During the year ended March 31, 2015, the Income Tax Department completed the assessment of the said years, disallowed certain expenses and issued demand of ₹3,294.90 million (including interest) on various grounds. The Company preferred appeals before the CIT (Appeals) against the orders of the Income Tax Department. The appeals were decided in favour of the Company and the demand was cancelled. However, CIT (Appeals) has made certain disallowances with respect to Assessment Year 2010-11 and 2011-12 against which the Company has filed appeals before the ITAT. The Income Tax Department has also filed appeals before ITAT against the orders of CIT (Appeals). The appeals before ITAT are pending at present. Based on legal advice, the Company believes that it has merits in these cases, hence no provision is required.

iii) The Income Tax Department had raised a demand of ₹33.69 million in respect of Assessment Year 2016-17 based on transfer pricing order passed by Dispute Resolution Panel. The alleged demand was raised on purchase of certain goods by the Company from its associated enterprise wherein, according to Income Tax Department, arms' length price adjustment was warranted. The company filed appeal before Income Tax Appellate Tribunal against the order passed by the Income Tax Department. During financial year 2023-24, the said appeal had been decided in favour of the Company. Further the department has filed an appeal before the Hon'ble High court, Delhi against the order of the Hon'ble ITAT. Based on legal advice, the Company believes that it has merits in these cases, hence no provision is required.

iv) The Income Tax Department has levied a penalty of ₹0.40 million in respect of Assessment Year 2017-18 on account of additions made in assessment order passed for the said year. The company has filed an appeal before CIT (Appeals) against the order passed by the Income Tax Department and the same was dismissed by the CIT (Appeals). Further the company filed an appeal before the Hon'ble ITAT against the order passed by the CIT (Appeals). The said appeal has been decided in the favor of the company vide ITAT order dated April 29, 2025. Therefore the penalty doesn't exist, post the effect of ITAT order. Based on legal advice, the Company believes that it has merits in these cases, hence no provision is required.

v) The Income Tax Department had raised a demand of ₹2,620.80 million in respect of Assessment Year 2020-21. The alleged demand was raised due to wrong addition of contingent liability not provided for, set-off of business losses not allowed and increase in other income due to set-off of business losses not allowed. The company filed an appeal before CIT (Appeals) and rectification application before assessing officer against the order passed by the Income Tax Department. During the financial year 2023-24, while the said appeal was under consideration, in the meantime the assessing officer has passed rectification order in favour of the Company and reduced the said tax demand to ₹91.63 million. The Company believes that it has merits in this case, hence no provision is required.

vi) In respect of Sales tax / VAT demands for Chennai, Kolkata, Patna and Pune the matter has been settled in favour of the Company. Service tax and Excise & Custom duty litigations are pending with various authorities. The Company believes that it has merit in these cases and hence no provision is required.

vii) The Company had manufactured and offered supply of certain vaccines which were manufactured against the confirmed order received from the Ministry of Health and Family Welfare ("MOHFW"), Govt. of India. Some quantities of vaccines were supplied during December 2011, the balance could not be supplied in view of disputes with respect to delivery dates and in the meantime the stock of such vaccines amounting to ₹74.10 million expired. Further, the Company had also received an advance market commitment ("AMC") amounting to ₹100.00 million against these vaccines. The refund of the advance so received (after adjusting the amount receivable against the vaccines

Notes to the Standalone Financial Statements for the year ended March 31, 2025

already supplied) was demanded back by MOHFW along with interest on account of non-supply of balance quantities of vaccines. In view of above disputes, the Company obtained a stay order from the Hon'ble Delhi High Court against recovery of said amount, till the disputes are finally resolved through arbitration. The arbitration award was pronounced in favour of the Company on March 14, 2019, vide which MOHFW was directed to pay the applicable amount for vaccine supplied / offered for supply along with interest. MOHFW filed an appeal before Hon'ble Delhi High Court raising certain objections against the award, which was dismissed by the Hon'ble Court. MOHFW filed an appeal against such order before the Division Bench of the Hon'ble Delhi High Court which was also rejected. MOHFW has filed a Special Leave Petition against such order before the Hon'ble Supreme Court of India. The same is currently pending before the Hon'ble Supreme Court. The Company's application for execution of award is also currently pending before the Hon'ble Delhi High Court. The Company believes that it has merits in this case and the outcome of this matter will not have any material adverse impact on the financial position of the Company.

viii) In October 2023, the Company received notice from the International Court of Arbitration, Paris ("ICC") intimating commencement of an Arbitration proceeding pursuant to the request filed by Apotex Inc., claiming an amount of US$ 118.14 million towards outsized alleged losses plus interest thereon under the Collaboration Agreement dated May 09, 2014 entered into between Apotex Inc. and the Company. The said agreement was subsequently assigned and novated in favour of Panacea Biotec Pharma Limited ("PBPL") wholly owned subsidiary of the Company. The Company submitted its response to the notice of arbitration rebutting the claims raised by Apotex citing novation of the said agreement in favour of PBPL. Apotex subsequently filed request for joinder of PBPL in the said arbitration proceedings, raising the claim against the Company and PBPL aggregating to US$ 163.24 million, which had been objected by the Company and PBPL. The management believes that the Company and / or PBPL is not in breach of its obligations and the claims filed by Apotex are frivolous, unsubstantiated, premised on fundamental factual misstatements and incorrect legal assumptions regarding the Collaboration Agreement and contrary to the overwhelming facts and evidence. Both sides had appointed their respective arbitrators and these arbitrators nominated the third arbitrator as the chairman of the arbitration tribunal.

PBPL had also filed a request for arbitration before ICC with respect to dispute with Apotex raising a claim of US$ 9.90 million towards PBPL's share of profit from sale of authorized generic products sold by Apotex during financial year 2022-23 in USA under the terms of the said Collaboration Agreement and the settlement agreement signed among the Parties including the innovator company. ICC had combined the two arbitrations proceedings and thereafter the initial arbitration proceedings started.

The parties are currently in discussion for an out of court settlement, the settlement negotiations are underway. Based on the legal opinion obtained and assessment of aforesaid matter, the management is of the view that no material liability is expected to arise on the Company and / or PBPL on account of aforesaid claims.

ix) In March 2024, the Company had received summons from Asst. Commissioner of State Tax, Mumbai, Maharashtra to enquire if the Company had paid GST on sale of the leasehold land and building at Navi Mumbai to Mankind Pharma Ltd. in March 2022. The Company's officials attended the proceedings and clarified that the GST was not applicable as the said transaction was covered under Schedule III to CGST/ MGST Act. However, following persistent follow up by the GST authorities, the Company had deposited an amount of ₹31.42 million under protest. The Company filed a writ petition before the Hon'ble High Court of Judicature at Bombay against the said proceedings. The Hon'ble Bombay High Court has set aside the demand order on January 22, 2025 and the matter has been remanded back to the Assistant Commissioner of State Tax, Mumbai for a fresh adjudication on the show cause notice. The Hon'ble High Court has also directed the Assistant Commissioner of State Tax, Mumbai to take into consideration and deal with the recent decision of the Gujarat High Court on a similar issue whilst rendering its findings on the show cause notice. The management believes that the Company has merit in its case and the outcome of this matter will not have any material adverse impact on the financial position of the Company. Accordingly, the Company has not made any provisions in respect of this matter.

x) The Company has received notices from various authorities seeking information mentioned in the said notices. In view of the management these notices may not have any financial liability on the Company.

(B) Capital and other commitments

Estimated amount of contracts remaining to be executed on capital account, net of advances and not provided in the books are as follows:

(₹ in million)

Particulars	**As at March 31, 2025**	As at March 31, 2024
Property, plant and equipment	142.65	76.94

38. Leases

Company as a lessee:

The Company does not have any long-term non cancellable leases during the current and previous financial year. As on April 1, 2019, leasehold land has been transferred to Right of Use ("RoU") asset. Refer note 2.1 for details.

Lease payments with respect to short term lease amounts to ₹28.76 million (March 31, 2024: ₹20.18 million). Refer note 34.

Company as a lessor:

Operating leases

The Company has entered into operating leases on its investment property portfolio consisting of certain offices, guest house, warehouse, manufacturing buildings etc. These leases generally have terms of 11 months. All leases generally include a clause for upward revision of the rental charge by 5% on an annual basis according to prevailing market conditions. Rental income recognised by the Company from above said lease agreements is ₹45.42 million (March 31, 2024: ₹47.02 million).

39. Details of loans and advances, in the ordinary course of business, to subsidiaries and companies in which directors are interested

(as required under Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186(4) of the Companies Act, 2013).

(₹ in million)

	Particulars	**As at March 31, 2025**	As at March 31, 2024
a)	Loans to wholly owned subsidiaries (including accrued interest)		
	Panacea Biotec (International) S.A. (refer note 49(a))	139.00	123.48
	Panacea Biotec Germany GmbH (refer note 49(a))	458.90	407.67
	Rees Investment Limited (refer note 49(b))	585.16	585.16
	Total	1,183.06	1,116.31
b)	Maximum amount due at any time during the year		
	Panacea Biotec (International) S.A. (refer note 49(a))	139.00	123.48
	Panacea Biotec Germany GmbH (refer note 49(a))	458.90	407.67
	Rees Investment Limited (refer note 49(b))	585.16	585.16
	Total	1,183.06	1,116.31
c)	Allowance for doubtful advances on above loan and interest receivable	1,183.06	1,116.31

Note: The above loans have been given for business purposes in the ordinary course of business.

40. Research and development expenditure

Research and development expenditure incurred by the Company during the financial year are mentioned below:

(₹ in million)

Particulars	**For the year ended March 31, 2025**	For the year ended March 31, 2024
Revenue expenditure:		
Materials consumed	9.64	10.96
Employee benefits expense	98.47	79.77
Other expenses	115.43	85.17
Depreciation and amortisation expense	24.39	26.33
Capital expenditure	92.37	22.42
Total	340.30	224.65

This space has intentionally been left blank.

Notes to the Standalone Financial Statements for the year ended March 31, 2025

41. Related party disclosures

As per Ind AS 24, the disclosure of related parties and transactions with them are as given below:

A. List of related parties and relationship with whom transactions have taken place:

(i) Parties where control exists

(a) Wholly owned subsidiaries (WOS):

- Panacea Biotec Pharma Limited ("PBPL")
- Panacea Biotec (International) SA ("PBS"), Switzerland
- Panacea Biotec Germany GmbH ("PBGG"), Germany (Indirect WOS ("IWOS") through PBS)
- Panacea Biotec Inc., USA (IWOS through PBPL) (w.e.f. April 9, 2024)
- Meyten Realtech Pvt. Ltd. ("Meyten")
- Rees Investments Limited ("Rees"), Island of Guernsey (WOS) (liquidated on May 23, 2019)

(b) Associate & Joint Ventures:

- Adveta Power Private Limited ("Adveta")*
- PanEra Biotec Private Limited ("PanEra")*
- Chiron Panacea Vaccines Private Limited (liquidated on June 20, 2024) ("CPV")

(ii) Other related parties:

(a) Key Management Personnel:

- Dr. Rajesh Jain - Chairman and Managing Director
- Mr. Sandeep Jain - Joint Managing Director
- Mr. Ankesh Jain - Whole-time Director
- Mr. Harshet Jain - Whole-time Director (w.e.f. February 14, 2025)
- Dr. Sanjay Trehan – Whole-time Director (w.e.f. February 14, 2025) (designated as Director Technical & Compliances w.e.f. April 1, 2025)
- Mr. R. L. Narasimhan - Non-Executive Independent Director (upto March 31, 2024)
- Mr. N. N. Khamitkar - Non-Executive Independent Director (upto March 31, 2024)
- Mr. K. M. Lal - Non-Executive Independent Director (upto March 31, 2024)
- Mrs. Manjula Upadhyay - Non-Executive Independent Director (upto March 29, 2025)
- Mr. Mukul Gupta - Non-Executive Independent Director
- Mr. Bhupinder Singh - Non-Executive Independent Director (upto October 15, 2024)
- Mr. Narotam Kumar Juneja – Non-Executive Non-Independent Director (upto March 31, 2025)
- Mrs. Ambika Sharma – Non-Executive Independent Director (w.e.f. February 14, 2024)
- CA. Rajesh Jain – Non-Executive Independent Director (w.e.f. November 13, 2024)
- Mr. Krishan Kumar Jalan – Non-Executive Independent Director (w.e.f. February 14, 2025)
- Dr. Rajender Pal Singh – Non-Executive Independent Director (w.e.f. February 14, 2025)
- Mr. Venkatesh Sarvasiddhi – Non-Executive Independent Director (w.e.f. February 14, 2025)
- Mr. Vinod Goel - Group CFO and Head Legal & Company Secretary
- Mr. Devender Gupta - Chief Financial Officer & Head Information Technology

(b) Enterprises over which Person(s) (having control or significant influence over the Company / Key Management Personnel(s), along with their relatives) are able to exercise significant influence:

- Neophar Alipro Limited ("Neophar")
- First Lucre Partnership Co. (holding shares in the Company)
- MR Lex Corp LLP
- MD Next Life Sciences LLP
- EverWise Ventures LLP

(c) Other relatives of key management personnel having transactions with the Company:

- Mr. Tanish Jain, son of Mr. Sandeep Jain
- Mr. Taric Jain, son of Dr. Rajesh Jain and brother of Mr. Ankesh Jain and Mr. Harshet Jain (employed in PBPL w.e.f. June 1, 2024)

* considered as a subsidiary for the purpose of consolidation as per Ind AS 110.

Notes to the Standalone Financial Statements for the year ended March 31, 2025

B. Transactions with related parties: (₹ in million)

S. No.		Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
I	Transactions made during the year:			
	a)	Purchase of goods / materials		
		PBPL	0.32	0.19
	b)	Purchase of property, plant and equipment		
		PBPL	0.16	-
	c)	Sale of goods / materials		
		PBPL	0.12	0.14
	d)	Sale of property, plant and equipment		
		PBPL	0.10	-
	e)	Reimbursement of expenses		
		PBPL	26.03	25.91
	f)	Recovery of expenses		
		PBPL	11.63	13.95
	g)	Rent expense		
		Meyten	5.49	5.96
		PBPL	0.11	-
	h)	Rent income		
		Adveta	0.10	0.10
		Meyten	0.02	0.02
		PanEra	0.16	0.16
		PBPL	27.68	30.18
		Neophar	0.18	0.18
	i)	Interest income		
		PBS	15.52	26.70
		PBGG	51.23	88.25
	j)	Interest expense		
		PBPL	121.60	106.67
		Dr. Rajesh Jain	13.50	13.57
	k)	Provision for doubtful allowance		
		PBS	15.52	26.70
		PBGG	51.23	88.25
		PanEra	0.19	-
		Adveta	0.15	-
	l)	Loan received		
		PBPL	2,236.50	2,099.23
	m)	Short-term employee benefits		
		Dr. Rajesh Jain	9.51	9.01
		Mr. Sandeep Jain	8.75	8.37
		Mr. Ankesh Jain	7.66	3.03
		Mr. Harshet Jain	2.77	1.20
		Mr. Vinod Goel	8.34	8.43
		Mr. Devender Gupta	10.27	6.43
		Mr. Tanish Jain	1.12	0.60
		Employees transferred from PBPL	3.40	13.28
	n)	Directors' sitting fees		
		Mr. R. L. Narasimhan	-	0.27
		Mr. N. N. Khamitkar	-	0.26
		Mr. K. M. Lal	-	0.30
		Mr. Ankesh Jain	0.12	-
		Mrs. Manjula Upadhyay	0.37	0.20
		Mr. Mukul Gupta	0.41	0.20
		Mrs. Ambika Sharma	0.35	-
		CA. Rajesh Jain	0.16	-
		Mr. Bhupinder Singh	-	0.05
		Mr. Narotam Kumar Juneja	0.24	0.22
	o)	Legal and professional expense		
		MR Lex Corp LLP	0.78	1.59
		Dr. Sanjay Trehan	0.27	-
	p)	Repayment of loans received		
		PBPL	1,308.78	1,936.97
	q)	Repayment of loans given		
		Meyten	-	2.30

Notes to the Standalone Financial Statements for the year ended March 31, 2025

(₹ in million)

S. No.		Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
II	Year end balances:			
	a)	Loans given		
		PBS	123.48	96.78
		PBGG	407.67	319.42
		Rees	585.16	585.16
	b)	Loans received (net)		
		PBPL	2,062.45	1,038.73
		Dr. Rajesh Jain	150.00	150.00
	c)	Interest accrued on loans given		
		PBS	15.52	26.70
		PBGG	51.23	88.25
	d)	Interest accrued on loans received		
		PBPL	109.44	96.00
	e)	Allowance for doubtful loans (including accrued interest)		
		PBS	139.00	123.48
		PBGG	458.90	407.67
		Rees	585.16	585.16
	f)	Trade receivables		
		PBGG	1.16	1.12
		Meyten	0.01	-
		Adveta	0.67	0.55
		PanEra	0.41	0.22
		PBPL	1.34	
	g)	Allowance for doubtful receivable		
		Adveta	0.56	-
		PanEra	0.24	-
	h)	Provision for impairment for investment		
		PanEra	4.20	4.20
		PBS	34.36	34.36
	i)	Trade payables		
		PBGG	21.79	21.22
		PBPL	3.40	147.72
		Meyten	3.48	3.36
		MR Lex Corp LLP	0.16	0.85
	j)	Investments		
		Adveta	0.90	0.90
		Meyten	0.10	0.10
		PanEra	4.20	4.20
		PBPL	1.00	1.00
		PBS	34.36	34.36
	k)	Post-employment benefits		
		Dr. Rajesh Jain	20.79	19.65
		Mr. Sandeep Jain	20.46	19.29
		Mr. Ankesh Jain	-	0.93
		Mr. Vinod Goel	2.00	1.88
		Mr. Devender Gupta	1.79	1.16
		Mr. Harshet Jain	0.56	0.12
		Mr. Tanish Jain	0.06	0.02

Note: The Company intends to continue to provide necessary financial support to its subsidiaries as and when needed, so as to ensure they continue their operations as going concern in foreseeable future. All related party transactions are at arms length price and in the ordinary course of business.

42. Employee benefits obligations

A. Defined benefit plan

Risks associated with plan provisions

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such the Company is exposed to various risks as follows:

Salary increases risk:	Actual salary increases will increase the plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
Investment risk:	If plan is funded than assets liabilities mismatch and actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
Discount rate risk:	Reduction in discount rate in subsequent valuations can increase the plan's liability.
Mortality and disability risk:	Death and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
Withdrawals risk:	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact plan's liability.

Gratuity (funded)

The Company provides for gratuity for employees in India as per the Payments of Gratuity Act, 1972 to employees who are in continuous service for a period of 5 years. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. For the funded plan, the Company makes contributions to recognised funds in India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

The weighted average duration of the defined benefit obligation as at March 31, 2025 is 12.25 years (March 31, 2024: 12.58 years).

The Company expects to contribute ₹21.35 million (March 31, 2024: ₹20.18 million) towards gratuity during next year.

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

(₹ in million)

Particulars		**As at March 31, 2025**	As at March 31, 2024
a.	Reconciliation of present value of defined benefit obligation and the fair value of plan assets		
	Present value of defined benefit obligation as at the end of the year	168.05	150.19
	Fair value of plan assets as at the end of the year	62.90	59.04
	Net liability position recognised in balance sheet*	105.15	91.15
b.	Changes in defined benefit obligation		
	Present value of defined benefit obligation as at the start of the year	150.19	127.32
	Acquisition adjustment	(1.39)	8.91
	Interest cost	10.89	9.41
	Current service cost	13.30	11.60
	Benefits paid	(4.55)	(7.90)
	Actuarial loss / (gain) on defined benefit obligations	(0.39)	0.85
	Present value of defined benefit obligation as at the end of the year	168.05	150.19
c.	Net interest cost		
	Interest cost on defined benefit obligation	10.89	9.41
	Interest income on plan assets	4.28	4.33
	Net interest cost	6.61	5.08
d.	Amount recognised in the statement of profit and loss		
	Current service cost	13.30	11.60
	Net interest cost	6.61	5.08
	Amount recognised in the statement of profit and loss	19.91	16.68
e.	Change in plan assets		
	Fair value of the plan assets at the beginning of the year	59.04	58.64
	Employer contribution	3.80	3.91
	Actual return on plan assets	4.67	4.45
	Fund management charges	(0.06)	(0.06)
	Benefits paid for eligible employees	(4.55)	(7.90)
	Fair value of the plan assets at the end of the year	62.90	59.04

* The cash flows disclosed are discounted.

Notes to the Standalone Financial Statements for the year ended March 31, 2025

(₹ in million)

	Particulars	**As at March 31, 2025**	As at March 31, 2024
f.	Key categories of plan assets as a percentage of the fair value of total plan assets for gratuity:		
	Investment with insurer	100%	100%
g.	Other comprehensive income:		
	Actuarial loss arising from change in demographic assumption	-	-
	Actuarial gain arising from change in financial assumption	2.45	1.82
	Actuarial gain arising from experience adjustment	(2.84)	(0.97)
	Actuarial gain arising on plan assets	0.33	0.06
	Total actuarial gain for the year	(0.06)	0.91
h.	Net liability recognised in the Balance Sheet:		
	Non-current provision	105.14	91.13
	Current provision	-	-
i.	Actuarial assumptions:		
	Discount rate	7.04%	7.25%
	Future salary increase	6.00%	6.00%
j.	Demographic Assumption:		
	Retirement age (years)	60/75	60/75
	Mortality rates inclusive of provision for disability	100% of IALM (2012-14)	100% of IALM (2012-14)
	Withdrawal Rate (%)		
	Ages		
	Up to 30 years	10.00	10.00
	From 31 to 44 years	5.00	5.00
	Above 44 years	1.00	1.00
k.	Sensitivity analysis for gratuity liability:*		
	Impact of the change in discount rate		
	a) Impact due to increase of 0.50%	(5.84)	(6.42)
	b) Impact due to decrease of 0.50%	6.30	6.92
	Impact of the change in salary increase		
	a) Impact due to increase of 0.50%	5.65	6.21
	b) Impact due to decrease of 0.50%	(5.30)	(5.85)
l.	Maturity profile of defined benefit obligation:		
	Within next 12 months	6.39	8.86
	Between 1-5 years	49.85	65.47
	Beyond 5 years	70.78	62.59

* The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occuring at the end of the reporting period, while holding all other assumptions constant and may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of another as some of the assumption may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the balance sheet date, which is the same method as applied in calculating the defined benefit obligation as recognised in the balance sheet. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

This space has intentionally been left blank.

B. Other long-term benefit plans represents the compensated absences provided to the employees of the Company

(₹ in million)

Particulars		**As at March 31, 2025**	As at March 31, 2024
Current liability - Actuarial		18.97	16.72
Current liability - Others		55.49	48.12
Non-current liability		76.88	67.06
Present value of obligation at the end of the year		151.34	131.90
Changes in present value of other long-term benefit plans			
(a)	Present value of obligation at the beginning of the year	83.77	66.44
(b)	Acquisition adjustment	(2.00)	4.38
(c)	Interest cost	6.07	4.91
(d)	Past service cost	-	-
(e)	Current service cost	17.83	15.08
(f)	Benefits paid	(12.03)	(6.96)
(g)	Actuarial loss / (gain)	2.21	(0.07)
(h)	Others	55.49	48.12
Present value of obligation at the end of the year		151.34	131.90

Expenses recognised in Statement of Profit and Loss:

Particulars	**For the year ended March 31, 2025**	For the year ended March 31, 2024
Employee benefits expense:		
Service cost	17.83	15.08
Interest cost	6.07	4.91
Actuarial (gain) / loss	2.21	(0.07)
Net actuarial (gain) / loss recognised in the year	26.11	19.92

C. Defined contribution plans

The Company's contribution to state governed provident fund, employees' state insurance and labour welfare fund schemes are considered as defined contribution plans. The contribution for the current year is ₹25.51 million (March 31, 2024: ₹23.70 million) under the schemes is recognised as an expense, when an employee renders the related service. There are no other obligations of the Company, other than the contribution payable to the respective funds.

43. Fair value measurements

A. Financial assets and liabilities

The carrying amounts and fair values of financial instruments by class are as follows:

As at March 31, 2025 (₹ in million)

Particulars		Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost
Financial assets:				
(i)	Investments	0.70	-	-
(ii)	Trade receivables	-	-	208.48
(iii)	Cash and cash equivalents	-	-	385.04
(iv)	Bank balances other than cash and cash equivalents	-	-	236.61
(v)	Loans	-	-	17.75
(vi)	Others financial assets	-	-	186.94
	Total	0.70	-	1,034.82
Financial liabilities:				
(i)	Borrowings	-	-	2,284.51
(ii)	Trade payables	-	-	1,648.30
(iii)	Other financial liabilities	-	-	166.64
	Total	-	-	4,099.45

Notes to the Standalone Financial Statements for the year ended March 31, 2025

As at March 31, 2024 (₹ in million)

	Particulars	Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost
Financial assets:				
(i)	Investments	0.70	-	-
(ii)	Trade receivables	-	-	110.79
(iii)	Cash and cash equivalents	-	-	50.92
(iv)	Bank balances other than cash and cash equivalents	-	-	68.64
(v)	Loans	-	-	27.93
(vi)	Other financial assets	-	-	202.01
	Total	0.70	-	460.29
Financial Liabilities:				
(i)	Borrowings	-	-	1,248.67
(ii)	Trade payables	-	-	1,161.45
(iii)	Other financial liabilities	-	-	163.30
	Total	-	-	2,573.42

Note: Investment in subsidiaries and joint venture amounting to ₹40.56 million (March 31, 2024: ₹40.56 million) are measured at cost as per Ind AS 27, 'Separate Financial Statements' and hence, not presented here.

B. Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the balance sheet are categorised into three levels of fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

The different levels of fair value have been defined below:

Level 1: Quoted prices (unadjusted) in an active market for financial instruments.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly or indirectly.

Level 3: Unobservable inputs for the asset or liability.

B.1 Financial assets and liabilities measured at fair value - recurring fair value measurements

(₹ in million)

Investments:	Level 1	Level 2	Level 3
As at March 31, 2025	-	0.70	-
As at March 31, 2024	-	0.70	-

B.2 Financial assets and liabilities are measured at amortised cost. All the financial assets and liabilities valued at amortised cost form part of Level 3 of hierarchy table. Further, the carrying amounts of trade receivables, cash and cash equivalents, consignment debtors, interest accrued, other receivables, other bank balances, trade payables, employee payables and other current payables are considered to be the same as fair values, due to their short term nature. The fair value of all financial assets and financial liability, approximates the amortised cost due to their short term nature. They are classified as level 3 fair value in the fair value hierarchy due to the inclusion of unobservable inputs, including own credit risk. The fair value of loans to employees and security deposits approximates the carrying amount.

44. Financial risk management

Risk management framework

The Company's activities expose it to market risk, liquidity risk and credit risk. The management has the overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

A. Credit risk

Credit risk is the risk that a counter party fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counter parties and incorporates this information into its credit risk controls.

A.1 Credit risk management

The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets:

A: Low credit risk on financial reporting date

B: Moderate credit risk

C: High credit risk

The Company provides for expected credit loss based on the following:

Asset category	Basis of categorisation	Provision for expected credit loss
Low credit risk	Cash and cash equivalents, bank balances other than cash and cash equivalents, loans, trade receivables and other financial assets	12 month expected credit loss
Moderate credit risk	Trade receivables	Life time expected credit loss or 12 month expected credit loss*
High credit risk	Trade receivables and loans	Life time expected credit loss or fully provided for

*In respect of trade receivables, the Company recognises a provision for lifetime expected credit losses.

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

(₹ in million)

Particulars	Credit rating	**As at March 31, 2025**	As at March 31, 2024
Cash and cash equivalents	A: Low credit risk	385.04	50.92
Bank balances other than cash and cash equivalents	A: Low credit risk	398.04	244.87
Loans	A: Low credit risk	17.75	27.93
Other financial assets	A: Low credit risk	186.94	202.01
Trade receivables	B: Medium credit risk	208.48	110.79
Trade receivables	C: High credit risk	24.45	22.46
Other financial assets	C: High credit risk	68.79	116.80
Loans	C: High credit risk	1,116.31	1,001.36

Cash and cash equivalents and bank deposits: Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables : Credit risk related to trade receivables are mitigated by taking bank guarantees / letter of credit, from customers where credit risk is high. The Company closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby limiting the credit risk to pre-calculated amounts. The Company assesses increase in credit risk on an ongoing basis for amounts receivable that become past due and default is considered to have occurred when amounts receivable become two year past due.

Other financial assets measured at amortised cost: Other financial assets measured at amortized cost includes, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.

A.2 Expected credit losses for financial assets other than trade receivables

The Company provides for expected credit losses on loans and advances other than trade receivables by assessing individual financial instruments for expectation of any credit losses. Since the Company deals with only high-rated banks and financial institutions, credit risk in respect of cash and cash equivalents, other bank balances and bank deposits is evaluated as very low. In respect of loans, comprising of security deposits, credit risk is considered low because the Company is in possession of the underlying asset. However, in respect of loans comprising loans to related parties, credit risk is evaluated on the basis of credit worthiness of those parties and loss allowance is measured as lifetime expected credit losses. In respect of other financial assets, credit risk is evaluated based on Company's knowledge of the credit worthiness of those parties and loss allowance is measured as lifetime expected credit losses. The Company does not have any expected loss based impairment recognised (except in case of loans to related parties) on such assets considering their low credit risk nature, though incurred loss provisions are disclosed under each sub-category of such financial assets.

Notes to the Standalone Financial Statements for the year ended March 31, 2025

As at March 31, 2025 (₹ in million)

Particulars	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount net of impairment
Cash and cash equivalents	385.04	-	-	385.04
Bank balances other than cash and cash equivalents	398.04	-	-	398.04
Loans to:				
- related parties	1,116.31	100.00%	1,116.31	-
- others	17.75	0.00%	-	17.75
Other financial assets	255.73	26.90%	68.79	186.94

As at March 31, 2024 (₹ in million)

Particulars	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount net of impairment
Cash and cash equivalents	50.92	-	-	50.92
Bank balances other than cash and cash equivalents	244.87	-	-	244.87
Loans to:				
- related parties	1,001.36	100.00%	1,001.36	-
- others	27.93	-	-	27.93
Other financial assets	318.81	36.64%	116.80	202.01

Reconciliation of loss allowance (₹ in million)

Particulars	Amount
Loss allowance as on April 1, 2023	1,004.16
Expected loss recognised / (reversed) during the year	(2.80)
Loss allowance as on March 31, 2024	1,001.36
Expected loss recognised / (reversed) during the year	114.95
Loss allowance as on March 31, 2025	1,116.31

A.3 Expected credit loss for trade receivables under simplified approach

The Company recognizes lifetime expected credit losses on trade receivables using a simplified approach, wherein the Company has defined percentage of provision by analysing historical trend of default relevant to each category of customer based on the criteria defined above and such provision percentage determined have been considered to recognise life time expected credit losses on trade receivables (other than those where default criteria are met). The Company has other trade receivables for ₹184.26 million (March 31, 2024: ₹94.74 million) against which it is carrying unsecured payables for corresponding amount for whose default criteria are not met and are not included in the below table.

As at March 31, 2025 (₹ in million)

Particulars	Not Due	Post Due Date						Total
		0-30 days	31-90 days	91-182 days	183-365 days	366-730 days	More than 730 days	
Gross carrying amount	18.82	4.93	0.22	0.24	0.47	0.86	23.13	48.67
Expected loss rate	1.38%	0.22%	22.34%	49.15%	59.11%	69.76%	100.00%	50.23%
Expected credit loss	0.26	0.01	0.05	0.12	0.28	0.60	23.13	24.45
Carrying amount (net of impairment)	18.56	4.92	0.17	0.12	0.19	0.26	-	24.22

As at March 31, 2024 (₹ in million)

Particulars	Not Due	Post Due Date						Total
		0-30 days	31-90 days	91-182 days	183-365 days	366-730 days	More than 730 days	
Gross carrying amount	12.68	0.93	1.14	0.32	1.22	1.26	20.96	38.51
Expected loss rate	1.71%	1.61%	12.48%	1.16%	34.25%	56.15%	100.00%	58.33%
Expected credit loss	0.22	0.01	0.14	0.00	0.42	0.71	20.96	22.46
Carrying amount (net of impairment)	12.46	0.92	1.00	0.32	0.80	0.55	-	16.05

Changes in allowance for trade receivables (₹ in million)

Particulars	Amount
As at April 1, 2023	25.62
Movement during the year	(3.16)
As at March 31, 2024	22.46
Movement during the year	1.99
As at March 31, 2025	24.45

B. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due. The Company manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as cash outflows due in day-to-day business. Long-term liquidity needs for a 180-day and a 360-day lookout period are identified monthly.

Management monitors rolling forecasts of the liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

B.1 Contractual maturities of financial liabilities

The tables below analyse the Company's financial liabilities based on their contractual maturities. The amounts disclosed in the table are the contractual undiscounted cash flows.

As at March 31, 2025 (₹ in million)

Particulars		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i)	Borrowings including interest thereon	730.08	766.38	643.41	925.32	3,065.19
(ii)	Trade payables	1,648.30	-	-	-	1,648.30
(iii)	Other financial liabilities	51.14	-	-	-	51.14
	Total	2,429.52	766.38	643.41	925.32	4,764.63

As at March 31, 2024 (₹ in million)

Particulars		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i)	Borrowings including interest thereon	22.85	23.69	24.61	1,760.20	1,831.35
(ii)	Trade payables	1,226.85	-	-	-	1,226.85
(iii)	Other financial liabilities	0.39	-	-	-	0.39
	Total	1,250.09	23.69	24.61	1,760.20	3,058.59

C. Market risk

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rate related primarily to the Company's non-current and current debt obligations financed with fixed interest rate. The Company always try to ensure minimum cash outlfows. The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility. Accordingly, the Company is not exposed to fluctuations in interest rate risk on borrowings.

(ii) Foreign currency risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the United State Dollar (USD), Euro, Swiss Frank (CHF), Pound Sterling (GBP), Swedish Krona (SEK) and Singapore Dollar (SGD). Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Company. The Company does not use any derivative instruments to manage its exposure. Also, the Company does not use forward contracts and swaps for speculative purposes.

Notes to the Standalone Financial Statements for the year ended March 31, 2025

(a) Foreign currency denominated financial assets and liabilities, translated at the closing rate:

	Particulars	As at March 31, 2025			As at March 31, 2024		
		Amount in foreign currency	Closing rate*	Amount in reporting currency (₹ in million)	Amount in foreign currency	Closing rate*	Amount in reporting currency (₹ in million)
I.	Financial assets:						
	Balance with banks						
	USD	20,370	85.47	1.74	13,564	83.40	1.13
	Interest receivable						
	USD	789,371	84.56	66.75	1,388,077	82.81	114.95
	Investment in subsidiaries#						
	CHF	600,000	57.27	34.36	600,000	57.27	34.36
	Loan to subsidiaries						
	USD	20,220,116	55.21	1,116.35	18,832,039	53.17	1,001.36
	Foreign trade receivable						
	Euro	33,868	92.41	3.13	33,868	89.91	3.05
	USD	2,337,325	85.47	199.77	1,254,405	83.40	104.62
II.	Financial liabilities:						
	Foreign trade payable						
	USD	13,049,298	85.47	1,115.32	7,841,082	83.41	654.03
	Euro	629,395	92.42	58.17	346,652	90.00	31.20
	GBP	162	110.34	0.02	1,774	105.31	0.19
	SEK	16,820	8.51	0.14	16,820	7.80	0.13
	CHF	4,523	96.56	0.44	-	-	-
	SGD	1,976	63.60	0.13	-	-	-
III.	Net exposure:						
	USD	10,317,883		269.24	13,647,003		568.03
	Euro	(595,527)		(55.04)	(312,784)		(28.15)
	GBP	(162)		(0.02)	(1,774)		(0.19)
	CHF	595,477		33.93	600,000		34.36
	SEK	(16,820)		(0.14)	(16,820)		(0.13)
	SGD	(1,976)		(0.13)	-		-

* Closing exchange rate has been rounded off to two decimal places.

Measured at historical cost.

(b) Sensitivity analysis of change in rates of material foreign currencies on profit/(loss) after tax and equity (₹ in million)

Particulars	+/(-) in basis points	Impact on Profit / (loss) for the year ended	
		March 31, 2025	March 31, 2024
USD	+ 200	3.50	7.39
	- 200	(3.50)	(7.39)
Euro	+ 500	(1.79)	(0.92)
	- 500	1.79	0.92
CHF	+ 200	0.44	0.45
	- 200	(0.44)	(0.45)

45. Capital management policies

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern as well as to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Company monitors capital on the basis of the carrying amount of equity plus its subordinated loan, less cash and cash equivalents as presented on the face of the statement of financial position recognised in other comprehensive income.

The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares. The Company is not subject to any externally imposed capital requirements. The amounts managed as capital by the Company are summarised as follows:

(₹ in million)

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current borrowings	1,605.09	1,248.67
Interest accrued - non-current	91.98	96.01
Current borrowings	679.42	-
Interest accrued - current	23.52	-
	2,400.01	1,344.68
Less: Cash and cash equivalents	(385.04)	(50.92)
Net debt	2,014.97	1,293.76
Total equity	3,139.68	3,291.42
Net debt to equity ratio	64.18%	39.31%

46. Reconciliation of liabilities arising out of financing activities

The changes in the Company's liabilities arising from financing activities are classified as follows:

For the year ended March 31, 2025 (₹ in million)

Particulars	Long term borrowings	Short term borrowings	Total
As at April 1, 2024	1,248.67	-	1,248.67
Cash changes:			
- Proceeds	393.29	679.42	1,072.71
- Repayment	(145.00)	-	(145.00)
Other non-cash changes			
- Conversion of interest accrued into long term loan	96.01		96.01
- Interest on financial liability component of compound financial instruments	12.12	-	12.12
As at March 31, 2025	1,605.09	679.42	2,284.51

For the year ended March 31, 2024 (₹ in million)

Particulars	Long term borrowings*	Short term borrowings	Total
As at April 1, 2023	1,024.51	-	1,024.51
Cash changes:			
- Proceeds	2,153.37	-	2,153.37
- Repayment	(1,939.32)	-	(1,939.32)
Other non-cash changes			
- Interest on financial liability component of compound financial instruments	10.11	-	10.11
As at March 31, 2024	1,248.67	-	1,248.67

47. The Board of Directors of the Company and Panacea Biotec Pharma Limited ("PBPL") had in their respective meetings held on February 01, 2022, approved sale of PBPL's pharmaceutical formulations brands in India and Nepal including related trademarks, copyrights etc., including identified employees to Mankind Pharma Limited (the "Buyer") for a consideration of ₹18,720.00 million plus applicable taxes. The said transaction was approved by the shareholders of PBPL and the Company in their respective meetings held on February 23, 2022 and February 26, 2022 respectively. Subsequently, the Company and PBPL signed the definitive agreements including the asset purchase agreement with the Buyer on February 28, 2022. Out of the total consideration, PBPL has recognised revenue of ₹359.94 million (March 31, 2024: ₹360.34 million) which is shown as an "Exceptional Item" in the Statement of Profit and Loss of PBPL and Consolidated Statement of Profit and Loss of the Group. The remaining consideration of ₹210.05 million (March 31, 2024: ₹570.99 million) would be recognised as revenue in subsequent years and is shown as Contract Liability in the financial statements of PBPL and consolidated financial statements of the Group.

48. For the financial year ended March 31, 2025, the Company has incurred loss (before tax and exceptional items) of ₹260.58 million (year ended March 31, 2024: profit of ₹42.06 million). The Company has already taken various measures aimed at improving the financial condition of the Company, inter-alia, sale of pharmaceutical brands, which enabled the Group to repay its outstanding dues of Non-Convertible Debenture (NCDs) and retain sufficient surplus to fund its existing projects and operations and also help the Group to enter new markets, expediting development of new products and expanding capacities for production of drug substance. The surplus funds with the Group has also strengthened the working capital position and has helped / will help scaling up its pharmaceutical formulations business in international markets including United States of America, European Union and in Rest of the World etc. and to pursue other business opportunities. The Company has already received higher long-term awards from United Nations Children's Fund (UNICEF) and Pan American Health Organisation for supply of pentavalent vaccine and awards from UNICEF for supply of bivalent oral polio vaccine. Based on these measures and continuous efforts to improve the business performance, the management has prepared the financial statements on going concern basis.

49. (a) In view of the Company's decision to make the structure of overseas subsidiaries more efficient and aligned to business objectives and to save management and administrative expenses thereof, the Company has decided to wind up Panacea Biotec (International) SA ("PBS") in due course. Accordingly, the Company has created 'Provision for impairment on its investment in PBS. Owing to accumulated losses in PBS and its wholly-owned subsidiary, Panacea Biotec Germany GmbH (PBGG), the Company has continued to maintain the provision for bad and doubtful advances in respect of the loans receivable and accrued interest from PBS and PBGG amounting to ₹139.00 million and ₹458.90 million, respectively, as on March 31, 2025 (March 31, 2024: ₹123.48 million and ₹407.67 million, respectively).

Notes to the Standalone Financial Statements for the year ended March 31, 2025

(b) The Company has applied with the authorized dealer to seek permission from Reserve Bank of India for writing off an amount of ₹585.16 million which was receivable from the Company's wholly owned subsidiary Rees Investments Ltd. ("Rees"), which was compulsory liquidated and dissolved by the authorities of Guernsey on May 23, 2019. Pending such approval, the Company is continuing to maintain the provision for bad and doubtful advances of ₹585.16 million (March 31, 2024: ₹585.16 million) in respect of the loan and accrued interest receivable from Rees.

50. Under the collaboration with the Human Vaccine Limited Liability Company, Russia ("HV"), an indirect wholly-owned subsidiary of Joint Stock Company "Management Company of Russian Direct Investment Fund" for manufacture of Covid-19 vaccine using the technology to be provided by HV, the Company had received from HV an advance amount of US$ 7.00 million in November 2020, out of which ~US$ 6.58 million was used to meet the expenses relating to Sputnik-V and Sputnik Light vaccine project. The Company believes that due to the failure on the part of HV to demonstrate & transfer the technology and certain other reasons beyond the Company's control, the complex process of technology transfer and manufacture of Sputnik-V vaccine could not be completed successfully and the Technology Transfer Agreement dated October 22, 2020 entered into between HV and the Company ("TTA") for manufacturing of Covid-19 vaccine stood frustrated and accordingly both the parties stood automatically discharged from their obligations by operation of law. The Company has already incurred huge expenses on the said project and is thus entitled to adjust the same against the advance received from HV. The Company has already conveyed its position to HV and has offered to refund the balance amount of US$ 0.42 million and provided relevant details / documents pertaining to the said expenses. On July 1, 2024, the Company received a copy of Request for Arbitration filed by HV with London Court of International Arbitration ("LCIA") for initiating arbitration alleging that the Company has been in alleged breach of its obligations under the TTA and is thus liable to refund the advance payment of US$7.00 million plus interest thereon as may be awarded over the course of arbitration. Both parties have now appointed the sole arbitrator in this matter. On March 31, 2025, the Arbitrator issued draft Procedural Order (PO) and Procedural Timetables (PT) which is under finalization. Based on the Company's assessment, duly supported by legal advice, the Company believes that it will not be liable to pay back the amount adjusted towards wasted expenses and costs under dispute with HV and the outcome of this arbitration proceeding is not reasonably expected to have any material financial impact on the Company. The Company is taking requisite steps to safeguard its interest and is in the process of filing its response to the said notice. The Company has received legal advice from its counsel and believes that it will not be liable to pay back the amount adjusted towards expenses under dispute with HV.

51. In August 2021, the Company had entered into a Licensing and Manufacture Agreement with HV, Generium JSC and Dr. Reddy's Laboratories Limited ("DRL"). As per the terms of the agreement, the Company was to undertake fill-and-finish activities of Sputnik-V vaccine using the ready-to-fill drug substance supplied by Generium and supply the Sputnik-V vaccine so produced to DRL. Pursuant to the said agreement, the Company received drug substance from Generium and produced ~1.96 million doses of Sputnik-V vaccine out of which DRL purchased ~0.86 million doses only and refused to purchase and pay for the remaining ~1.10 million doses. Because of breach of their respective obligations by DRL and Generium, the pending payment of ~US$ 7.41 million for the drug substance received from Generium could not be made. After several rounds of discussion among the parties to settle the dispute amicably, Generium has filed notice of arbitration with Singapore International Arbitration Centre (SIAC) for arbitration of dispute with respect to the said pending payment and interest thereon totalling ~US$ 8.90 million. Panacea Biotec has also initiated a parallel arbitration proceeding regarding its claims against DRL, Generium and Human Vaccine and filed notice of arbitration with SIAC during the financial year. At the Company's request, SIAC has clubbed both the arbitration proceedings together. The parties have appointed sole arbitrator. All the parties involved in the Arbitration have filed claims and counter claims against each other. The witness statements and cross examination have been completed and further arbitration proceedings, including filing of closing submissions etc. is in progress. The Company has obtained legal opinion from its legal counsel who, considering the current stage of the proceedings, have opined that (a) the Company has a reasonable defence against the claims brought by Generium, DRL and HV; and (b) the possibility of any such claim falling to the Company may be classified as low at this stage.

52. Additional regulatory information required by Schedule III under Companies Act 2013:

(i) The Company does not have any Benami Property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company does not have any transactions with stuck off companies.

(iii) The Company does not have any charges or satisfaction of charge which is yet to be registered with Registrar of Companies beyond the statutory period.

(iv) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

(v) The Company has not advanced or loaned to, or invested funds in, any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- directly or indirectly lend to, or invest in, other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) The Company has not received any funds from any other person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- directly or indirectly lend to, or invest in, other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party or
- provide any guarantee, security or the like to or on behalf of the Funding Party.

(vii) The Company has not entered into any transaction which is not recorded into the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(viii) The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.

(ix) The Company has complied with the number of layers prescribed under Section 2(87) of the Act read with the Companies (Restriction on Number of Layers) Rules, 2017.

(x) No scheme of arrangements has been approved by the Competent Authority in term of sections 230 to 237 of the Companies Act, 2013, during the year.

(xi) The Company does not have any borrowings from banks or financial institutions against security of its current assets.

(xii) The title deeds of the immovable properties owned by the Company are held in the name of Company.

53. Analytical Ratios are as follows:

Ratio	Numerator	Denominator	Financial Year		Variance in (%)
			2024-25	2023-24	
Current Ratio[a]	Total current Assets	Total current liabilities	0.84	0.74	13.5%
Debt equity ratio[b]	Borrowings and accrued interest	Total equity	0.76	0.41	87.1%
Debt service coverage ratio[c]	Earnings for Debt service	Debt Service	0.10	3.04	-96.7%
Return on equity ratio[d]	Net Profits after taxes	Average Shareholder's Equity	(0.05)	0.01	-539.1%
Inventory turnover ratio[e]	Cost of goods sold	Average Inventory	0.79	1.26	-37.5%
Trade receivables turnover ratio[f]	Net revenue	Average Trade Recievables	19.41	30.80	-37.0%
Trade payables turnover ratio[a]	Net credit purchases	Average Trade Payables	1.02	1.12	-8.8%
Net capital turnover ratio (in times)[a]	Net revenue	Average working capital	(5.03)	(5.48)	-8.3%
Net profit ratio (%)[g]	Profit for the year	Net revenue	(0.05)	0.01	-597.8%
Return on capital employed (%)[h]	Profit before tax and finance cost	Tangible Networth+Total Debt	(0.01)	0.05	-119.1%
Return on Investment (%)	Income from invested funds	Average invested funds in treasury investments	Nil	Nil	Nil

Notes:

a) In respect of aforesaid mentioned ratios, there is no significant change (25% or more) in financial year 2024-25 in comparison to financial year 2023-24.

b) Due to increase in borrowings raised for capital expenditure and working capital.

c) Due to decrease in earning for debt service and increase in debt service amount.

d) Due to loss during the year.

e) Due to increase in average inventory holding during the year.

f) Due to increase in average trade receivable during the year.

g) Due to loss during the year.

h) Due to loss during the year.

54. The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

Management has implemented the audit trail (edit logs) at the application level in accounting software and the same was operated throughout the year. However, the audit trail (edit logs) has not been implemented at the database level for the accounting software. The Company is evaluating the implementation of audit trail feature for recording of edit logs at database level for the accounting software used for maintenance of books of accounts. Further, the audit trail, to the extent maintained in the prior year, has been preserved by the Company as per the statutory requirement for record retention.

55. In accordance with Ind AS 108, 'Operating Segments', the Company has disclosed the segment information in the consolidated financial statements. Accordingly, the segment information is given in the audited consolidated financial statements of the Group for the year ended March 31, 2025.

56. 0.00 under "₹ in million" represents amount less than ₹ 50,000 and 0.00 under units represents units less than 50,000. Further, the figures shown in the tables may not exactly add up due to rounding off. Previous year figures have been regrouped, reclassified wherever considered necessary. The impact of such reclassification/regrouping is not material to the financial statements.

57. There is no other subsequent events that occurred after reporting date.

The above notes form an integral part of the standalone financial statements.

As per our report of even date

For Suresh Surana & Associates LLP
Chartered Accountants
Firm Registration No. 121750W/W100010

For and on behalf of Board of Directors of Panacea Biotec Limited

Sd/-
Kapil Kedar
Partner
Membership No. 094902

Sd/-
Dr. Rajesh Jain
Chairman and Managing Director
(DIN 00013053)

Sd/-
Sandeep Jain
Joint Managing Director
(DIN 00012973)

Sd/-
Vinod Goel
Group CFO and Head Legal
& Company Secretary

Sd/-
Devender Gupta
Chief Financial Officer &
Head Information Technology

Place : New Delhi
Date : May 30, 2025

FORM NO. AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures

Part A : Subsidiaries
Financial Details of Subsidiary Companies

(₹ in million)

S. No.	Name of the Company	Date of Incorporation / Acquisition	Reporting period of the subsidiary, if different from parent	Reporting currency	Exchange rate as on Balance Sheet date	As on March 31, 2025					For the year / period ended March 31, 2025					% of Share Holding as on March 31, 2025
						Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Details of investment (except in case of investment in subsidiary)	Turnover (including other income)	Profit/ (Loss) before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
1.	Panacea Biotec Pharma Limited	22.03.2019	31.03.2025	₹	1.00	1.00	4,768.76	5,849.66	1,079.90	31.52	2,652.29	223.16	53.73	169.43	-	100%
2.	Meyten Realtech Pvt. Ltd.	12.04.2019	31.03.2025	₹	1.00	4.88	299.06	344.05	40.11	-	5.55	(0.80)	(24.58)	23.78	-	100%
3.	Panacea Biotec (International) SA	19.02.2009	31.03.2025	CHF	96.54	57.92	(253.22)	22.61	217.91	-	0.48	(16.06)	0.04	(16.10)	-	100%
4.	Panacea Biotec Germany GmbH*	12.08.2010	31.03.2025	Euro	92.41	22.73	(256.05)	414.25	647.57	-	133.24	(75.23)	-	(75.23)	-	100%
5.	Panacea Biotec Inc.**	09.04.2024	31.03.2025	US$	85.47	85.47	(18.12)	68.81	1.47	-	0.09	(18.12)	-	(18.12)	-	100%

* Indirect subsidiary through Panacea Biotec (International) SA.
** Indirect subsidiary through Panacea Biotec Pharma Limited.

Part B: Associates and Joint Ventures :

(₹ in million)

S. No.	Name of the Company	Date of Incorporation / Acquisition	Reporting period of the associate / joint venture, if different from parent	Reporting currency	Exchange rate as on Balance Sheet date	As on March 31, 2025					For the year / period ended March 31, 2025					% of Share Holding as on March 31, 2025
						Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Details of investment (except in case of investment in subsidiary)	Turnover (including other income)	Profit / (Loss) before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
1	PanEra Biotec Private Limited*	26.11.1999	31.03.2025	₹	1.00	8.40	(76.78)	34.49	102.87	26.60	0.02	(6.86)	0.01	(6.87)	-	50%
2	Adveta Power Private Limited*	04.07.2011	31.03.2025	₹	1.00	1.80	(31.15)	0.17	29.52	-	-	(0.21)	-	(0.21)	-	50%

* Considered as a subsidiary for the purpose of consolidation as per Ind AS 110.

For Suresh Surana & Associates LLP
Chartered Accountants
Firm Registration No. 121750W/W-100010
Sd/-
Kapil Kedar
Partner
Membership No. 094902

Place : New Delhi
Date : May 30, 2025

For and on behalf of Board of Directors of Panacea Biotec Limited

Sd/-
Dr. Rajesh Jain
Chairman and Managing Director
(DIN 00013053)

Sd/-
Sandeep Jain
Joint Managing Director
(DIN 00012973)

Sd/-
Vinod Goel
Group CFO and Head Legal
& Company Secretary

Sd/-
Devender Gupta
Chief Financial Officer &
Head Information Technology

Independent Auditors' Report on the Consolidated Financial Statements

To the Members of Panacea Biotec Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Panacea Biotec Limited ("hereinafter referred to as the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), as listed in Annexure A, which comprise the consolidated balance sheet as at March 31, 2025, the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and the consolidated statement of cash flow statement for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group, as at 31 March 2025, and their consolidated loss (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph of the Other Matter section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
A. Revenue recognition Refer note 1.4(j) and note 28 of notes to the Consolidated financial statements and other explanatory information of the Group for the year ended 31 March 2025. The Group recognises revenue from the sales of products when control over goods is transferred to a customer. The actual point in time when revenue is recognised varies depending on the specific terms and conditions of the sales contracts entered with customers. The Group has a large number of customers operating in various geographies and the sales contracts / arrangements with various customers have distinct commercial terms, including Incoterms that determine the timing of transfer of control and it requires significant judgment in determining timing of revenue recognition as per Ind AS 115 - Revenue from Contracts with Customers. We have identified the recognition of revenue from sale of products as a key audit matter because revenue is a key performance indicator for the Group and there is risk of revenue being overstated due to the pressure to achieve targets or earning expectations.	Our audit procedures to address this key audit matter included, but were not limited to the following: a) Obtained an understanding of the Group process of revenue recognition and read customer contracts on sample basis; b) Evaluated the design, tested the operating effectiveness of the Group internal controls over recognition and measurement of revenue in accordance with underlying customer contracts and accounting policies; c) Performed substantive testing (including year-end cut off testing) by selecting samples of revenue transactions recorded during and after the year and verified the underlying documents, which included sales invoices / contracts and dispatch / shipping documents; d) Performed substantive analytical procedures during the audit period to identify any unusual trends warranting additional audit procedures; e) Obtained direct balance confirmations from customers on a sample basis as at the year-end or performed alternate audit procedures where such confirmations could not be obtained; and f) Assessed the appropriateness and adequacy of the related disclosures in the Consolidated financial statements of the Group in accordance with Ind AS 115.

Independent Auditors' Report on the Consolidated Financial Statements

Key audit matter	How our audit addressed the key audit matter
B. Assessment of impairment of Property, plant and equipment The Group considers its property, plant and equipment (PPE) as a single cash generating unit (CGU). As at 31 March 2025, the carrying value of Group PPE aggregates to Rs. 5,591.88 million. These balances have been subject to a test of impairment by the management in accordance with Ind AS 36 "Impairment of Assets" (Ind AS 36) in the current year as the management have identified impairment indicators as explained in note 2.1(ii) to the accompanying Consolidated financial statements. Refer note 1.4(f) and 2.1(ii) to the accompanying Consolidated financial statements. The Group has engaged independent third-party valuer to arrive at the value in use of the CGU as per discounted cash flow method and to arrive at the fair value based on market approach method. Based on the report issued by such valuer, the recoverable value of the CGU being higher than its carrying value, the Group has concluded that no impairment provision needs to be recorded in the Consolidated financial statements as at 31 March 2025. In addition to significance of the amounts, management's assessment process is complex as it involves significant judgement in determining the assumptions to be used to estimate the recoverable amounts involved in forecasting cash flows for the CGU, principally relating to budgeted revenue, operating margins, short-term and long term growth rates and the discount rates used. Considering the materiality of the amounts involved, significant judgment and high estimation uncertainty in determining the recoverable value of such PPE and such estimates and judgements being inherently subjective, this matter is determined as a key audit matter for the current year audit.	Our audit procedures to address this key audit matter included, but were not limited to the following: a) Obtained an understanding of the management's process for identification of impairment indicators for Property, plant and equipment and process for identification of CGU and impairment testing of such assets; b) Evaluated the Group accounting policy in respect of impairment assessment, and the methods and models used to determine the recoverable amounts of property, plant and equipment in accordance with the requirements of Ind AS 36; c) Tested the design and operating effectiveness of internal controls over such identification and impairment measurement of identified assets; d) Evaluated management's identification of CGU and obtained the impairment assessment workings prepared by the management and its experts for such CGU; e) Involved auditor's experts to assess the appropriateness of the valuation methodologies used by the management and its expert to determine the recoverable values; f) Evaluated the objectivity, competence and independence of the experts engaged by the Group, wherever applicable, and examined the valuation reports issued by such experts; g) Reconciled the cash flows to the business plans approved by the Board of Directors of the Group which constitute identified CGU; h) Evaluated and challenged the reasonableness of key inputs and assumptions such as implied budgeted revenue, operating margins, growth rates and discount rates for their appropriateness based on our understanding of the business of the respective CGU, past results and external factors such as industry trends and forecasts. i) Obtained and evaluated sensitivity analysis performed by the management on the key assumptions and performed independent sensitivity analysis of the key assumptions to assess the effect of reasonably possible variations on the estimated recoverable amounts for the CGU to evaluate sufficiency of headroom between recoverable values and carrying amounts. j) Compared the carrying value of the net assets with the estimated recoverable value to calculate the impairment loss to be recognised, if any; and k) Evaluated the adequacy of disclosures given in the Consolidated financial statements with respect to Property, plant, and equipment, including disclosure of significant assumptions, judgements and sensitivity analysis performed, in accordance with applicable accounting standards.
C. Contingencies, including litigations Refer note 1.4(s) and note 40 to the Consolidated financial statements. The Group is involved in disputes, lawsuits, claims, Governmental and / or regulatory inspections, inquiries, investigations and proceedings, including patent and commercial matters that arise from time to time in the ordinary course of business. The Group assesses the need to make provision or to disclose contingent liability on a case-to-case basis considering the underlying facts of each litigation. The eventual outcome of the litigations is uncertain and estimation at balance sheet date involves extensive judgement of management including input from legal counsel due to complexity of each litigation. Adverse outcomes could significantly impact on the Group reported results and balance sheet position. Considering the significant judgement involved in determining the need to make a provision or disclose as contingent liability, the matter is considered as key audit matter.	Our audit procedures to address this key audit matter included, but were not limited to the following: • We evaluated the design and tested the operating effectiveness of controls in respect of the identification and evaluation of litigations, the recording / reassessment of the related liabilities, provisions and disclosures. • Obtained a list of litigations from the Group in-house legal counsel; identified material litigations from the aforementioned list and performed inquiries with the said counsel; obtained and read the underlying documents to assess the assumptions used by management in arriving at the conclusions. • We also evaluated the Group analysis of its assessment of the probability of outcome for each material contingency through inspection of responses to inquiry letters sent to external legal counsel, discussions with internal counsel, as well as external legal counsel, as deemed necessary, to confirm our understanding of the allegations and potential outcomes and obtaining written representations from executives of the Group. • Verified the disclosures related to provisions and contingent liabilities in the Consolidated financial statements to assess consistency with underlying documents.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Board's report but does not include the consolidated financial statements and our auditor's report thereon, which is expected to be made available to us after the date of this audit report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard as other information as stated above is expected to be made available to us after the date of this Auditor's Report.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act the respective Board of Directors of the companies included in the Group, covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management and Board of Director use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant

doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- We did not audit the financial statements of six subsidiaries included in the Consolidated Financial Statements, whose financial statements reflects total assets of Rs. 861.79 million as at 31 March 2025, total revenues of Rs. 137.58 million, total net (loss) after tax and total comprehensive loss of Rs. (91.39) million and net cash inflows of Rs. 60.22 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries are based solely on the reports of the other auditors.
- Corresponding figures for the year ended March 31, 2024 of the Group, have been audited by M/s Walker Chandiok & Co LLP, independent Chartered Accountants, who vide their audit report dated 30 May 2024, have expressed an unmodified opinion, whose report has been furnished to us by the management and which has been relied upon by us. We have not carried out any additional procedures thereon.

Our opinion on the Consolidated Financial Statements is not modified in respect of the above matters.

Report on Other Legal and Regulatory Requirements

1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143 (11) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements and other information of the subsidiary companies, we have given in the "Annexure-B" a statement on the matters specified in paragraphs 3(xxi) of the Order.
2) As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matters' paragraph, we report, to the extent applicable, that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and reports of the other auditors, except for the matter stated in Paragraph (i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).;
   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flows Statement and the Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended.

(e) On the basis of the written representations received from the directors of the Holding Company and its subsidiaries, and taken on record by the Board of Directors of the Holding Company and its respective subsidiaries, and the reports of the statutory auditors of its subsidiaries, covered under the Act, none of the directors of the Group companies are disqualified as on 31 March 2025 from being appointed as a director in terms of section 164(2) of the Act.

(f) The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

(g) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure C" to this report wherein we have expressed an unmodified opinion.

(h) As required by section 197(16) of the Act based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph 15, on separate financial statements of the subsidiaries, we report that the Holding Company and one subsidiary incorporated in India whose financial statements have been audited under the Act have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that the provisions of section 197 read with Schedule V to the Act are not applicable to three subsidiaries incorporated in India whose financial statements have been audited under the Act, since none of such companies is a public company as defined under section 2(71) of the Act.

(i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors') Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements and other financial information of the subsidiaries incorporated in India, as noted in the 'Other matters' paragraph:

(i) The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group as detailed in note 39 to the consolidated financial statements;

(ii) The Holding Company and its subsidiaries did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025;

(iii) There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries incorporated in India during the year ended March 31, 2025.

(iv) (A) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, as disclosed in note 59(v) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(B) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, as disclosed in note 59(vi) to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiaries from any persons or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

Based on such audit procedures performed by us and that performed by the auditors of the subsidiaries, as considered reasonable and appropriate in the circumstances, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the management representations under sub-clauses (A) and (B) above contain any material misstatement

(v) The Holding Company and its subsidiaries have not declared or paid any dividend during the year ended 31 March 2025.

(vi) As stated in note 60 to the consolidated financial statements, based on our examination which included test checks performed by us on the Holding Company & its subsidiary and by the respective auditors of the other subsidiaries of the Holding Company which are companies incorporated in India and audited under the Act, except for instance mentioned below, the Holding Company and its subsidiaries have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software.

Further, during the course of our audit we and respective auditors of the above referred subsidiaries did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exception given below.

Nature of exception noted	Details of exception
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software.	The audit trail feature was not enabled at the database level for accounting software to log any direct data changes, used for maintenance of all accounting records by the Holding Company and its subsidiaries incorporated in India and audited under the Act.

Further, the audit trail, to the extent maintained in the prior year, has been preserved by the Group as per the statutory requirements for the record retention.

For **Suresh Surana & Associates LLP**
Chartered Accountants
Firm's Registration No. 121750W/W100010

Sd/-
Kapil Kedar
Partner
Membership No. 094902
UDIN: 25094902BMOJWA4686

Place: New Delhi
Date : May 30, 2025

Annexure A

List of entities included in the consolidated financial statements for the year ended 31 March, 2025

Name of the Entity	Nature of Relationship
Panacea Biotec Limited	Holding Company
Panacea Biotec Pharma Limited	Subsidiary Company
Panacea Biotec (International) SA	Subsidiary Company
PanEra Biotec Private Limited	Subsidiary Company
Meyten Realtech Private Limited	Subsidiary Company
Adveta Power Private Limited	Subsidiary Company
Panacea Biotec Germany GmbH	Subsidiary of Panacea Biotec (International) SA
Panacea Biotec Inc.	Subsidiary of Panacea Biotec Pharma Limited (incorporated on April 09, 2024)

For **Suresh Surana & Associates LLP**
Chartered Accountants
Firm's Registration No. 121750W/W100010

Sd/-
Kapil Kedar
Partner
Membership No. 094902
UDIN: 25094902BMOJWA4686

Place: New Delhi
Date : May 30, 2025

Annexure B

(Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

Qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are as below:

S. No.	Name	CIN	Holding Company / Subsidiary	Clause Number of CARO report which is qualified or is adverse
1	Panacea Biotec Limited	L33117PB1984PLC022350	Holding Company	Clause (ix) (a)

For **Suresh Surana & Associates LLP**
Chartered Accountants
Firm's Registration No. 121750W/W100010

Sd/-
Kapil Kedar
Partner
Membership No. 094902
UDIN: 25094902BMOJWA4686

Place: New Delhi
Date : May 30, 2025

Annexure C

(Referred to in paragraph 1 (f) under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

Independent Auditor's Report on the internal financial controls with reference to the consolidated financial statements under Clause (i) of Sub - section 3 of Section 143 of the Companies Act, 2013 ('the Act')

In conjunction with our audit of the consolidated financial statements of Panacea Biotec Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as at and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Independent Auditors' Report on the Consolidated Financial Statements

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls systems with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and based on the consideration of the reports of the other auditors on internal financial controls with reference to financial statements of the subsidiary companies, the Holding Company and its subsidiary companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matter

We did not audit the internal financial controls with reference to financial statements in so far as it relates to three subsidiary companies, which are companies covered under the Act, whose financial statements for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary companies have been audited by other auditors whose reports has been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company and its subsidiary companies, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary companies is based solely on the reports of the auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

Our opinion is not modified in respect of the above matter.

For **Suresh Surana & Associates LLP**
Chartered Accountants
Firm's Registration No. 121750W/W100010

Sd/-
Kapil Kedar
Partner
Membership No. 094902
UDIN: 25094902BMOJWA4686

Place: Noida
Date : May 30, 2025

Consolidated Balance Sheet as at March 31, 2025

(₹ in million)

Particulars	Note No.	**As at March 31, 2025**	As at March 31, 2024
ASSETS			
Non-current assets			
a) Property, plant and equipment	2.1	5,433.91	5,600.40
b) Capital work-in-progress	2.2	935.13	747.15
c) Investment property	2.3	157.97	125.94
d) Other intangible assets	2.4	77.24	92.16
e) Intangible assets under development	2.5	345.38	267.82
f) Financial assets			
(i) Investments	3	0.70	0.70
(ii) Loans	4	-	0.86
(iii) Other financial assets	5	60.80	29.06
g) Income tax assets (net)	6	82.28	73.99
h) Other non-current assets	7	352.26	615.46
Total non-current assets		7,445.67	7,553.54
Current assets			
a) Inventories	8	2,136.71	1,779.35
b) Financial assets			
(i) Investments	9	31.53	403.62
(ii) Trade receivables	10	725.57	574.19
(iii) Cash and cash equivalents	11	821.25	471.74
(iv) Bank balances other than cash and cash equivalents	12	248.42	748.30
(v) Loans	13	25.67	33.32
(vi) Other financial assets	14	690.03	227.90
c) Other current assets	15	772.61	616.25
Total current assets		5,451.79	4,854.67
Total assets		12,897.46	12,408.21
EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	16	61.25	61.25
b) Other equity	17	8,286.61	8,359.21
Equity attributable to owners of Holding Company		8,347.86	8,420.46
Non-controlling interest		(41.70)	(38.21)
Total equity		8,306.16	8,382.25
Liabilities			
Non-current liabilities			
a) Financial liabilities			
(i) Borrowings	18	222.06	209.94
(ii) Other financial liability	19	4.57	4.33
b) Provisions	20	353.40	277.96
c) Deferred tax liabilities (net)	21	232.82	225.45
d) Other non-current liabilities	22	108.52	218.46
Total non-current liabilities		921.37	936.14
Current liabilities			
a) Financial liabilities			
(i) Trade payables	23		
- Total outstanding dues of micro enterprises and small enterprises		141.79	43.41
- Total outstanding dues of creditors other than micro enterprises and small enterprises		2,115.77	1,412.21
(ii) Other financial liabilities	24	93.80	255.67
b) Other current liabilities	25	954.89	1,020.30
c) Provisions	26	363.60	356.88
d) Current tax liabilities (net)	27	0.08	1.35
Total current liabilities		3,669.93	3,089.82
Total equity and liabilities		12,897.46	12,408.21

The accompanying notes form an integral part of these consolidated financial statements.

As per report of even date attached

For Suresh Surana & Associates LLP
Chartered Accountants
Firm Registration No. 121750W/W100010

For and on behalf of Board of Directors of Panacea Biotec Limited

Sd/-
Kapil Kedar
Partner
Membership No. 094902

Sd/-
Dr. Rajesh Jain
Chairman and Managing Director
(DIN 00013053)

Sd/-
Sandeep Jain
Joint Managing Director
(DIN 00012973)

Sd/-
Vinod Goel
Group CFO and Head Legal
& Company Secretary

Sd/-
Devender Gupta
Chief Financial Officer &
Head Information Technology

Place : New Delhi
Date : May 30, 2025

Consolidated Statement of Profit and Loss for the year ended March 31, 2025

(₹ in million)

Particulars	Note No.	**For the year ended March 31, 2025**	For the year ended March 31, 2024
Income			
Revenue from operations	28	5,590.94	5,591.68
Other income	29	206.60	257.96
Total income		5,797.54	5,849.64
Expenses			
Cost of materials consumed	30	2,140.73	2,104.62
Purchases of traded goods	31	75.98	18.03
Changes in inventories of finished goods, traded goods and work-in-progress	32	(221.34)	178.61
Employee benefits expense	33	1,730.51	1,495.67
Finance costs	34	38.76	35.81
Depreciation and amortisation expense	35	348.14	367.11
Other expenses	36	2,124.18	1,995.36
Total expenses		6,236.96	6,195.21
Profit / (loss) before exceptional items and tax		(439.42)	(345.57)
Exceptional items	37	359.94	360.34
Profit / (loss) before tax		(79.48)	14.77
Tax expense	38		
Current tax		0.14	6.94
Deferred tax		7.57	22.88
Total tax expense		7.71	29.82
Profit / (loss) for the year		(87.19)	(15.05)
Other comprehensive income / (loss)			
A. Items that will not be reclassified to profit or loss:			
Remeasurements of net defined benefit plans		(0.80)	(4.54)
Income tax effect on above		0.20	1.14
B. Items that will be reclassified to profit or loss:			
Foreign currency translation reserve		11.70	(0.48)
Fair value adjustment for investments		-	0.04
Other comprehensive income / (loss)		11.10	(3.84)
Total comprehensive income / (loss) for the year		(76.09)	(18.89)
Profit / (loss) for the year attributable to :			
Owners of Parent		(83.70)	(11.73)
Non-controlling interest	52	(3.49)	(3.32)
Other comprehensive income / (loss) for the year attributable to :			
Owners of Parent		11.10	(3.84)
Non-controlling interest	52	-	-
Total comprehensive income / (loss) for the year attributable to :			
Owners of Parent		(72.60)	(15.57)
Non-controlling interest	52	(3.49)	(3.32)
Earning / (loss) per equity share - basic and diluted (face value of ₹1 each) (in ₹)	39	(1.37)	(0.19)

The accompanying notes form an integral part of these consolidated financial statements.

As per report of even date attached

For Suresh Surana & Associates LLP
Chartered Accountants
Firm Registration No. 121750W/W100010

For and on behalf of Board of Directors of Panacea Biotec Limited

Sd/-
Kapil Kedar
Partner
Membership No. 094902

Sd/-
Dr. Rajesh Jain
Chairman and Managing Director
(DIN 00013053)

Sd/-
Sandeep Jain
Joint Managing Director
(DIN 00012973)

Sd/-
Vinod Goel
Group CFO and Head Legal
& Company Secretary

Sd/-
Devender Gupta
Chief Financial Officer &
Head Information Technology

Place : New Delhi
Date : May 30, 2025

Consolidated Cash Flow Statement for the year ended March 31, 2025

(₹ in million)

Particulars	Note No.	**For the year ended March 31, 2025**	For the year ended March 31, 2024
A. Cash flow from operating activities			
Profit / (loss) before tax from:		(79.48)	14.77
Adjustment for:			
Depreciation and amortisation expense	35	348.14	367.11
Finance costs	34	38.76	35.81
Allowance for expected credit loss and doubtful advances	36	12.50	5.66
Property, plant and equipment / capital work in progress Impaired / written off	36	13.95	51.57
Interest income	29	(77.08)	(83.73)
Lease rental income	29	(18.34)	(15.89)
Loss / (gain) on sale / disposal of property, plant and equipment and intangible assets (net)	29	(4.46)	45.59
Excess provisions and other balances written back	29	(36.11)	(70.64)
Realized / unrealized foreign exchange (gain) / loss (net)	36	7.62	1.26
Dividend income	29	(0.04)	(0.08)
Net (gain) / loss on redemption and fair valuation of investments	29	(24.50)	(33.67)
Bad Debts and advances written off	36	0.79	-
Exceptional items	37	(359.94)	(360.34)
Operating profit / (loss) before working capital changes		(178.19)	(42.58)
Changes in working capital:			
Inventories		(357.36)	241.58
Trade receivables		(158.42)	29.56
Loans and other assets		(500.00)	(274.20)
Provisions and other liabilities		929.97	105.38
Cash generated from / (used in) operating activities		(264.00)	59.74
Income tax (paid)		(9.69)	(25.06)
Net cash generated from / (used in) operating activities (A)		(273.69)	34.68
B. Cash flow from investing activities			
Payment for property, plant and equipment and intangible assets (including Capital work in progress, intangible under development and capital advances) (net)		(503.05)	(828.76)
Proceeds from sale of property, plant and equipment		5.75	66.83
Income from investments		22.38	33.67
Lease rental income		18.34	15.89
Interest received		77.08	83.73
Dividend income		0.04	0.08
Investment made in mutual funds		(1,515.00)	(3,050.27)
Redemption of investments in mutual funds		1,889.20	2,780.87
Redemption of bank deposits having original maturity of more than three months		1,304.31	1,420.51
Investments in bank deposits having original maturity of more than three months		(649.21)	(455.96)
Net cash generated from / (used in) investing activities (B)		649.84	66.59
C. Cash flow from financing activities			
Repayment of non-current borrowings (including current maturities)		-	(2.36)
Interest paid		(26.64)	(25.72)
Net cash generated from / (used in) financing activities (C)		(26.64)	(28.08)
Net increase / (decrease) in cash and cash equivalents during the year (A+B+C)		349.51	73.19
Cash and cash equivalents at the beginning of the year		471.74	398.52
Effect of exchange rate changes on cash and cash equivalent held in foreign currency		0.00	0.03
Cash and cash equivalents at the end of the year		821.25	471.74
Cash and cash equivalents:			
Balances with banks			
- in current accounts		507.49	398.92
- in exchange earners' foreign currency accounts		3.77	7.45
Cash on hand		0.59	0.36
Deposits with original maturity upto 3 months		309.40	65.01
Total		821.25	471.74

Note: The Consolidated Cash Flow Statement has been prepared in accordance with 'Indirect method' as set out in the Ind AS - 7 on 'Statement of Cash Flows', as notified under Section 133 of the Companies Act, 2013, read with the relevant rules thereunder.

The accompanying notes form an integral part of these consolidated financial statements.

As per report of even date attached

For Suresh Surana & Associates LLP
Chartered Accountants
Firm Registration No. 121750W/W100010
Sd/-
Kapil Kedar
Partner
Membership No. 094902

Place : New Delhi
Date : May 30, 2025

For and on behalf of Board of Directors of Panacea Biotec Limited

Sd/-
Dr. Rajesh Jain
Chairman and Managing Director
(DIN 00013053)

Sd/-
Sandeep Jain
Joint Managing Director
(DIN 00012973)

Sd/-
Vinod Goel
Group CFO and Head Legal
& Company Secretary

Sd/-
Devender Gupta
Chief Financial Officer &
Head Information Technology

Consolidated Statement of Changes in Equity for the year ended March 31, 2025

A. Equity share capital

(₹ in million)

Particulars	Amount
Opening Balance as at April 1, 2023	61.25
Changes during the year	-
Closing balance as at March 31, 2024	61.25
Changes during the year	-
Closing balance as at March 31, 2025	61.25

Note: Refer note 17 for share capital details

B. Other equity

(Also refer note 18) (₹ in million)

Particulars	Equity component of compound financial instruments	Reserves and surplus					Other comprehensive income	Total Other Equity	Non controlling interests
		Securities premium reserve	Capital redemption reserve	General reserve	Capital reserve	Retained earnings	Foreign currency translation		
Balance as at April 1, 2023	216.54	919.40	1,022.34	794.99	(2,534.71)	7,898.52	57.70	8,374.78	(34.89)
Profit / (loss) for the year	-	-	-	-	-	(11.73)	-	(11.73)	(3.32)
Other comprehensive income / (loss) for the year (net of taxes)	-	-	-	-	-	(3.36)	(0.48)	(3.84)	-
Total comprehensive income / (loss) for the year	-	-	-	-	-	(15.09)	(0.48)	(15.57)	(3.32)
Balance as at March 31, 2024	216.54	919.40	1,022.34	794.99	(2,534.71)	7,883.43	57.22	8,359.21	(38.21)
Balance as at April 1, 2024	216.54	919.40	1,022.34	794.99	(2,534.71)	7,883.43	57.22	8,359.21	(38.21)
Profit / (loss) for the year	-	-	-	-	-	(83.70)	-	(83.70)	(3.49)
Other comprehensive income / (loss) for the year (net of taxes)	-	-	-	-	-	(0.60)	11.70	11.10	-
Total comprehensive income / (loss) for the year	-	-	-	-	-	(84.30)	11.70	(72.60)	(3.49)
Balance as at March 31, 2025	216.54	919.40	1,022.34	794.99	(2,534.71)	7,799.13	68.92	8,286.61	(41.70)

The accompanying notes form an integral part of these consolidated financial statements.
As per report of even date attached

For Suresh Surana & Associates LLP
Chartered Accountants
Firm Registration No. 121750W/W100010

Sd/-
Kapil Kedar
Partner
Membership No. 094902

Place : New Delhi
Date : May 30, 2025

For and on behalf of Board of Directors of Panacea Biotec Limited

Sd/-
Dr. Rajesh Jain
Chairman and Managing Director
(DIN 00013053)

Sd/-
Sandeep Jain
Joint Managing Director
(DIN 00012973)

Sd/-
Vinod Goel
Group CFO and Head Legal
& Company Secretary

Sd/-
Devender Gupta
Chief Financial Officer &
Head Information Technology

Summary of Material Accounting Policies

1. Corporate information

Panacea Biotec Limited (Corporate identification number: L33117PB1984PLC022350) ("the Holding Company") is a public company incorporated and domiciled in India. The Holding Company has its registered office at Ambala-Chandigarh Highway Lalru-140501, Punjab, India. The Holding Company's shares are listed with BSE Limited and National Stock Exchange of India Limited.

Holding Company Overview

The Holding Company is one of India's leading research based biotechnology companies engaged in the business of research, development, manufacture and marketing of branded vaccines, pharmaceutical formulations, nutraceuticals and food & nutrition products in India and international markets through itself and through its subsidiaries.

The Holding Company, its subsidiaries and its joint venture (jointly referred to as "the Group") were considered in these consolidated financial statements.

1.1 Basis of preparation

a. Statement of compliance

The consolidated financial statements ('Consolidated Financial Statements') of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act, as amended from time to time.

These Consolidated Financial Statements have been prepared for the Group as a going concern on the basis of relevant Ind AS that are effective at the Group's annual reporting date i.e. March 31, 2025. The Consolidated Financial Statements of the Group were approved by the Board of Directors on May 30, 2025.

b. Basis of measurement

The consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments); and
- Defined benefit plans – plan assets measured at fair value.

1.2 Basis of consolidation

Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Profit / (loss) and Other Comprehensive Income ('OCI') of subsidiaries acquired or disposed of during the period are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable. All the consolidated subsidiaries have a consistent reporting date of March 31, 2025.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's statement of profit and loss and net assets that is not held by the Group. Profit / (loss) and each component of OCI are attributed to the equity holders of the parent company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. The Group attributes total comprehensive income or loss of the subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests.

1.3 Use of estimates and judgements

The preparation of the consolidated financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the consolidated financial statements.

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these consolidated financial statements have been disclosed in note 1.4.

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

1.4 Material accounting policies

The material accounting policies that are used in the preparation of these financial statements are summarised below. These accounting policies are consistently used throughout the periods presented in the consolidated financial statements.

a) Current versus non-current classification

The Group has considered an operating cycle of 12 months for determining current and non-current classification of assets and liabilities in the balance sheet. Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

b) Inventories

Inventories are valued as follows:

Raw material, components, stores and spares : Raw materials (including packing materials), stores and spares are valued at lower of cost or net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on a weighted average basis. Stores and spares having useful life of more than twelve months are capitalised as "Property, plant and equipment" and are depreciated prospectively over their remaining useful lives in accordance with Ind AS 16.

Work in progress and finished goods : Work in progress and finished goods are valued at lower of cost or net realisable value. Cost includes raw material cost and a proportion of direct and indirect overheads up to estimated stage of completion. Cost is determined on a weighted average basis.

Traded goods : Traded goods are valued at lower of cost or net realisable value. Cost includes cost of purchase and other cost incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Provision for expired / slow-moving / non-moving inventories : The provision for inventories are created as follows:

Category	Description	Provision %
Expired Inventory	This includes all items of inventories where the shelf life thereof has expired as on the reporting date.	100%
Near Expiry Inventory	This includes all items of inventories which are nearing expiry within:	
	• 1 to 3 months from the reporting date	100%
	• 4 to 6 months from the reporting date	50%
Inventory having no commercial value	This includes all items of inventories which have no commercial value, or which cannot be commercialized for any reason e.g. stability samples, control samples, development / exhibit batches, Reference listed drugs purchased for trials but remained unutilised etc.	100%
Slow moving / Non-moving inventory.	This includes all items of inventories where the movement is slow or there is no movement, however inventory items can be used in case of any need e.g. spares kept for machines, production or lab consumables with long shelf life etc. as under:	
	• Inventories lying in stock for more than 1 year but less than 2 years from the reporting date	25%
	• Inventories lying in stock for more than 2 years but less than 3 years from the reporting date	50%
	• Inventories lying in stock for more than 3 years	100%
Good inventory	All other items of inventory which do not fall in any of the above categories will be considered as Good inventory	0%

Following are the exceptions:

i. Provision in respect of any inventory item that is the subject matter of any legal dispute shall be created based on the legal opinion from the legal department.

ii. All exceptions will have to be approved by the Chief Financial Officer of the Holding Company.

iii. In case of inventory items on which provisions were made as per the policy however such items were subsequently consumed / utilised, then the provision made in respect of such an inventory shall be adjusted suitably.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

c) Property, plant and equipment

Recognition and initial measurement : All items of property, plant and equipment are initially measured at cost. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent to initial recognition, property, plant and equipment other than freehold land are measured at cost less accumulated depreciation and accumulated impairment losses. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits attributable to such subsequent cost associated with the item will flow to the Group. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The costs of repairs and maintenance are recognised in the statement of profit and loss as incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date is disclosed as capital advances under non-current assets.

Capital work-in-progress included in property, plant and equipment are not depreciated as these assets are not yet available for use.

Subsequent measurement (depreciation and useful lives) : Depreciation on property, plant and equipment is provided on the straight-line method arrived on the basis of the useful life prescribed under Schedule II of the Act. The following useful life of assets has been determined by the Group:

Particulars	Useful life
Building – Factory	30 years
Building – Non-factory	60 years
Plant and Equipment	15 years and 20 years
Furniture and fixtures	10 years
Vehicles	8 years
Office equipment	5 years
Computer equipment	3 years and 6 years

i) Freehold land has an unlimited useful life and therefore is not depreciated.

ii) Leasehold land is amortised over the period of lease.

iii) Leasehold improvements are amortised over the initial period of lease or useful life, whichever is shorter.

The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

Where, during any financial year, any addition has been made to any asset, or where any asset has been sold, discarded, demolished or destroyed, or significant components replaced; depreciation on such assets is calculated on a pro rata basis as individual assets with specific useful life from the month of such addition or, as the case may be, up to the month on which such asset has been sold, discarded, demolished or destroyed or replaced.

De-recognition : An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognized.

d) Intangible assets

Recognition and initial measurement

Research and development costs : Expenditure on the research phase of projects is recognised as an expense as incurred. Costs that are directly attributable to a project's development phase are recognised as intangible assets, provided the Group can demonstrate the following:

- the technical feasibility of completing the intangible asset so that it will be available for use.
- the management's intention is to complete the intangible asset and use or sell it
- its ability to use or sell the intangible asset
- how the intangible asset will generate probable future economic benefits
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.
- its ability to measure reliably the expenditure attributable to the intangible asset during its development.

Development costs not meeting these criteria for capitalisation are expensed as and when incurred.

Directly attributable costs include employee costs incurred on development of prototypes along with an appropriate portion of relevant overheads and borrowing costs.

Other intangibles : Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Internally generated intangible assets, excluding product development costs, are not capitalised and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

Intangible assets under development are not amortized as these assets are not yet available for use. These assets are evaluated for potential impairment on an annual basis or when there are indications that the carrying value is not recoverable.

Subsequent measurement (Amortisation and useful lives) : All finite-lived intangible assets, including internally developed intangible assets, are accounted for using the cost model whereby capitalised costs are amortised on a straight-line basis over their estimated useful lives. Residual values and useful lives are reviewed at each reporting date and any change in the same is accounted for prospectively. The following useful lives are applied:

Intangible assets	Amortisation period
Patents, trademarks and designs	7 years
Product development	5 years
Technical know-how	5 years
Software	5 years
Websites	2 years

The amortization expense on intangible assets with finite life is recognised in the statement of profit and loss under the head depreciation and amortization expense.

De-recognition : Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

e) Investment properties

Recognition and initial measurement : Investment properties are properties held to earn long term rentals or for capital appreciation, or both. Investment properties are measured initially at their cost of acquisition, including transaction costs. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the asset will flow to the Holding Company. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

Properties held under leases are classified as investment properties when it is held to earn rentals or for capital appreciation or for both, rather than for sale in the ordinary course of business or for use in production or administrative functions.

Subsequent measurement (depreciation and useful lives) : Investment properties are subsequently measured at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation on investment properties is provided on the straight-line method over the lease period of the right-of-use assets.

Though, the Holding Company measures investment properties using cost-based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model acceptable internationally.

De-recognition : Investment properties are de-recognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds, if any, and the carrying amount of the asset is recognised in the statement of profit and loss in the period of de-recognition.

f) Impairment of non-financial assets / Assets classified as held for sale

The carrying amounts of the Group's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill and intangible assets that have indefinite lives or that are not yet available for use are tested for impairment annually; their recoverable amount is estimated annually each year at the reporting date.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the 'cash-generating unit'). The recoverable amount of an asset or cash-generating unit is the greater of its value in use or its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The goodwill acquired in a business combination is, for the purpose of impairment testing, allocated to cash-generating units that are expected to benefit from the synergies of the combination. Intangibles with indefinite useful lives are tested for impairment individually.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis. Impairment losses are recognised in the statement of profit and loss.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

During the current financial year, the Group has considered it appropriate to undertake the impairment assessment based on certain indicators. With reference to the latest business plan, the decline in operating profits is considered temporary. Based on management's impairment assessment, recoverable amount is higher than the carrying amount of property, plant and equipment and hence, no impairment is recognized.

g) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing cost consists of interest, ancillary costs and other costs in connection with the borrowing and also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

h) Foreign and presentation currency

The financial statements are presented in Indian Rupees (₹), which is also the Holding Company's functional and presentation currency.

Rounding of amount : All amounts disclosed in the financial statements and notes have been rounded-off to the nearest ₹ million or decimal thereof as per the requirement of Schedule III, unless otherwise stated. Amount less than ₹50,000 is presented ₹0.00 million.

Foreign currencies transactions and balances

Initial recognition : Transactions in foreign currencies are initially recorded in functional currency spot rates at the date the transaction first qualifies for recognition.

Subsequent measurement : Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss in the year in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in Other Comprehensive Income ("OCI") or profit or loss are also recognised in OCI or profit or loss, respectively).

Exchange differences arising on other long-term foreign currency monetary items are accumulated in the "Foreign Currency Monetary Item Translation Difference Account" and amortised over the remaining life of the concerned monetary item.

All other exchange differences are charged to the statement of profit and loss.

i) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial results are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

j) Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties, if any. The Group recognises revenue when it transfers control over a product or service to a customer.

The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The Group applies the revenue recognition criteria to each separately identifiable component of the Revenue transaction as set out below:

Sale of goods : Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is neither continuing managerial involvement with the goods nor effective control over the goods sold, it is probable that economic benefits will flow to the Group, the costs incurred or to be incurred in respect of the transaction can be measured reliably and the amount of revenue can be measured reliably.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation. The transaction price of goods sold is net of variable consideration on account of discounts. Revenue is disclosed exclusive of goods and services tax.

Revenue from these sales is recognised based on the price specified in the contract, net of the estimated volume discounts. Accumulated experience is used to estimate and provide for the discounts, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur.

The Group enters into arrangements for the sale of its products in certain markets. Under such arrangements, the Group sells its products at an agreed price mentioned in the arrangement and is also entitled to a profit share which is over and above the agreed price. The profit share is dependent on the ultimate net sale proceeds or net profits, subject to any reductions or adjustments that are required by the terms of the arrangement. Revenue in an amount equal to the base supply price is recognised in these transactions upon delivery of products to the business partners. An additional amount representing the profit share component is recognised as revenue only to the extent that it is highly probable that a significant reversal will not occur.

Revenue from services rendered is recognised in the statement of profit and loss over the period the underlying services are performed.

Dividend income : Dividend income is recognised at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

Interest income : Interest income is recorded on accrual basis using the effective interest rate ("EIR") method.

Royalty income : Royalty is recognized on an accrual basis based on actual sale of product by the licensee and in accordance with the terms of the relevant agreement.

Research and license fees income : Research and license fees income is recognized on an accrual basis based on actual sale of product by the licensee and in accordance with the term of the relevant agreement.

Export incentives : Export entitlements from government authorities are recognised in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of the exports made by the Group, and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

A provisions for expected sales returns is determined based on the historical percentage of sales return for the same types of goods for which the provision is currently being determined. The same percentage to the sales is applied for the current accounting period to derive the provision for sales return to be accrued. It is very unlikely that actual sales return will exactly match the historical percentage. These estimates are reviewed annually for any material changes in assumptions and likelihood of occurrence.

k) Financial instruments

Financial instruments are recognised when the Group becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Recognition and initial measurement : Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

Subsequent measurement

Financial assets

i. Financial assets carried at amortised cost – A financial instrument is measured at amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest method.

ii. Investments in equity instruments of subsidiaries and joint ventures - Investments in equity instruments of subsidiaries and joint ventures are accounted for at cost in accordance with Ind AS 27 Separate Financial Statements.

iii. Financial assets at fair value

- Investments in equity instruments other than above – Investments in equity instruments which are held for trading are generally classified as at fair value through profit or loss ("FVTPL"). For all other equity instruments, the Group makes irrevocable choice upon initial recognition, on an instrument to instrument basis, to classify the same either as at fair value through other comprehensive income ("FVOCI") or fair value through profit or loss FVTPL.
- If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Group transfers the cumulative gain or loss within equity. Dividends on such investments are recognised in the statement of profit and loss unless the dividend clearly represents a recovery of part of the cost of the investment.
- Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the profit or loss.

De-recognition of financial assets : A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset.

Financial liabilities

Subsequent to initial recognition, all non-derivative financial liabilities, other than derivative liabilities, are subsequently measured at amortised cost using the effective interest method.

De-recognition of financial liabilities : A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments : Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Impairment of financial assets : The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

l) Investment in subsidiaries and joint ventures

Investments in subsidiaries and joint ventures are carried at cost less accumulated impairment losses, if any. Where an

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of these investments, the difference between net disposal proceeds and the carrying amounts are recognised in the statement of profit and loss.

m) Post-employment and other employee benefits

Provident fund : Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. The Group has no obligation other than the contribution payable to the Provided Fund. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Gratuity : A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of the gratuity plan (administered through the Life Insurance Corporation of India), which is a defined benefit plan, is calculated by estimating the ultimate cost to the entity of the benefit that employees have earned in return for their service in the current and prior periods. This requires an entity to determine how much benefit is attributable to the current and prior periods and to make estimates (actuarial assumptions) about demographic variables and financial variables that will affect the cost of the benefit. The cost of providing benefits under the defined benefit plan is determined on the basis of actuarial valuation using the projected unit credit method. Actuarial gains/losses resulting from re-measurements of the liability are included in other comprehensive income.

Compensated absences : Compensated absences, which are expected to be utilized within the next 12 months, is treated as short term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Group treats compensated absences expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains / losses are immediately taken to the statement of profit and loss and are not deferred.

Other short-term benefits : Expense in respect of other short-term benefits is recognized on the basis of amount paid or payable for the period during which services are rendered by the employees.

n) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

o) Income taxes

Income tax expense recognized in statement of profit and loss comprises current tax and deferred tax except the ones recognized in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with the applicable tax regulations. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and liability simultaneously.

Deferred tax is recognized in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets on unrealised tax loss are recognized to the extent that it is probable that the underlying tax loss will be utilised against future taxable income. This is assessed based on the Group's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside statement of profit and loss is recognized outside statement of profit or loss (either in other comprehensive income or in equity).

p) Government grants

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the group will comply with all the conditions.

Government grants related to the income are deferred and recognised in statement of profit and loss over the period necessary to match them with the cost that are intended to compensate and presented within other income.

Government grants related to property plant and equipment are included in the non-current liabilities as deferred income and are credited to profit and loss on a straight-line basis over the expected life of the related assets and presented within other income.

When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is initially recognised as deferred income at fair value and subsequently are recognised in consolidated statement of profit and loss as other income on a systematic basis over the expected useful life of the related asset.

q) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

Identification of segments : In accordance with Ind AS 108 – Operating Segment, the operating segments used to present segment information are identified on the basis of information reviewed by the Group's management to allocate resources to the segments and assess their performance. An operating segment is a component of the Group that engages in business activities from which it earns revenues and incurs expenses, including revenues and expenses that relate to transactions with any of the other components. Results of the operating segments are reviewed regularly by the Board of Director (Managing Director and Chief Financial officer) which has been identified as the chief operating decision maker (CODM), to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

Allocation of common costs : Common allocable costs are allocated to each segment accordingly to the relative contribution of each segment to the total common costs.

Unallocated items : Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies : The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole. In accordance with Ind AS 108, Operating Segments, the management has disclosed the segment information in the consolidated financial statements of the Group.

r) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

s) Provisions, contingent liabilities and contingent assets

Provisions are recognised when present obligations as a result of past events will probably lead to an outflow of economic resources from the Group and they can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive obligation that has resulted from past events.

Provisions are measured at the best estimate of expenditure required to settle the present obligation at the reporting date, based on the most reliable evidence, including the risks and uncertainties associated with the present obligation.

In those cases where the possible outflow of economic resource as a result of present obligations is considered improbable or remote, or the amount to be provided for cannot be measured reliably, no liability is recognised in the balance sheet.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. The Group does recognise a contingent liability but discloses its existence in the financial statements.

Any amount that the Group can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset up to the amount of the related provisions. All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Contingent assets are not recognized in the financial statements.

t) Exceptional items

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Group is treated as an exceptional item and the same is disclosed in consolidated statement of profit and loss and in the notes forming part of the consolidated financial statements.

1.5 Critical management judgments in applying accounting policies and estimation uncertainty

The preparation of the Consolidated Financial Statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the related disclosures.

Judgments

Research and developments costs : Management monitors progress of internal research and development projects by using a project management system. Significant judgment is required in distinguishing research from the development phase. Development costs are recognised as an asset when all the criteria are met, whereas research costs are expensed as incurred.

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Management also monitors whether the recognition requirements for development costs continue to be met. This is necessary due to inherent uncertainty in the economic success of any product development.

Recognition of deferred tax assets : The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.

Provisions, contingent liabilities and contingent assets : The Group is the subject of legal proceedings and tax issues covering a range of matters, which are pending in various jurisdictions. In view of the uncertainty inherent in such matters, it is difficult to predict the final outcome of such matters. The cases and claims against the Group often raise difficult and complex factual and legal issues, which are subject to many uncertainties, including but not limited to the facts and circumstances of each particular case and claim, the jurisdiction and the differences in applicable law. In the normal course of business, management consults with legal counsel and certain other experts on matters related to litigation and taxes. The Group accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated.

Impairment of financial assets : At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding financial assets.

Evaluation of indicators for impairment of assets : The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Estimates

Useful lives of depreciable / amortisable assets : Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, IT equipment and other plant and equipment.

Defined benefit obligation : Management's estimate of the Defined Benefit Obligations (DBO) is based on a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

1.6 New and amended standards

The Group has applied the following amendments for the first time for their annual reporting period commencing 1 April 2023:

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors : The amendments to Ind AS 8 clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. They also clarify how entities use measurement techniques and inputs to develop accounting estimates.

The amendments had no impact on the Group's consolidated financial statements.

Ind AS 1 – Presentation of Financial Statements : The amendments to Ind AS 1 provide guidance on applying materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Group's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Group's financial statements.

Ind AS 12 – Income Taxes : The amendments to Ind AS 12 Income Tax narrow the scope of the initial recognition exception, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases. The above amendments did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

1.7 Recent accounting pronouncements (Standard issued but not yet effective)

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Group w.e.f. 1st April, 2024. The Group has reviewed the new pronouncements and based on its evaluation, has determined that it does not have any significant impact in its Consolidated financial statements.

Ind AS 21 The Effects of Changes in Foreign Exchange Rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information to enable understand the impact on the entity's financial performance, financial position and cash flows. The amendments are effective for annual reporting periods beginning on or after April 01, 2025. When applying the amendments, an entity cannot restate comparative information. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact on its financial statements.

There are no new and amended standards that are issued, but not yet effective as of 31st March, 2025.

2.1 Property, plant and equipment

(₹ in million)

Particulars	Freehold land	Right of use asset-Land	Buildings	Plant and equipments	Furniture and fittings	Vehicles	Office equipments	Computer equipments	Total
Gross carrying value:									
As at April 1, 2023	2,158.80	451.19	3,332.92	5,913.18	248.59	50.10	132.60	164.78	12,452.16
Additions	-	14.75	14.03	168.00	1.05	2.56	3.40	18.91	222.70
Disposals	(99.97)	0.05	(4.35)	(184.84)	(23.85)	(11.72)	(22.76)	(18.45)	(365.89)
Transferred to investment property (refer note (iii) below)	-		(146.41)						(146.41)
As at March 31, 2024	2,058.83	465.99	3,196.19	5,896.34	225.79	40.94	113.24	165.24	12,162.56
As at April 1, 2024	2,058.83	465.99	3,196.19	5,896.34	225.79	40.94	113.24	165.24	12,162.56
Additions	-	-	8.65	139.90	4.26	12.79	10.15	15.16	190.91
Disposals	9.02	-	(9.00)	(0.92)	(0.02)	(11.23)	10.05	2.43	0.33
Transferred to investment property (refer note (iv) below)	-	-	(40.80)	-	-	-	-	-	(40.80)
As at March 31, 2025	2,067.85	465.99	3,155.04	6,035.32	230.03	42.50	133.44	182.83	12,313.00
Accumulated depreciation:									
As at April 1, 2023	-	28.42	1,177.43	4,728.67	238.61	21.49	122.93	151.36	6,468.91
Charge for the year	-	2.44	91.82	230.63	0.37	4.21	2.91	8.90	341.28
Disposals	-	(0.01)	(4.32)	(150.47)	(23.43)	(11.13)	(22.70)	(17.82)	(229.88)
Transferred to investment property (refer note (iii) below)	-	-	(18.15)	-	-	-	-	-	(18.15)
As at March 31, 2024	-	30.85	1,246.78	4,808.83	215.55	14.57	103.14	142.44	6,562.16
As at April 1, 2024	-	30.85	1,246.78	4,808.83	215.55	14.57	103.14	142.44	6,562.16
Charge for the year	-	2.44	90.65	206.97	0.37	4.89	4.47	11.17	320.96
Disposals	-	-	3.39	(5.06)	1.11	(10.52)	10.07	2.78	1.77
Transferred to investment property (refer note (iv) below)	-	-	(5.80)	-	-	-	-	-	(5.80)
As at March 31, 2025	-	33.29	1,335.02	5,010.74	217.03	8.94	117.68	156.39	6,879.09
Net carrying value:									
As at March 31, 2025	2,067.85	432.70	1,820.02	1,024.58	13.00	33.56	15.76	26.44	5,433.91
As at March 31, 2024	2,058.83	435.14	1,949.41	1,087.51	10.24	26.37	10.10	22.80	5,600.40

Notes:

(i) Refer note 40(B) for information on contractual commitments related to property, plant and equipment.

(ii) The Group evaluated impairment of its property, plant and equipment in terms of IND AS- 36, 'Impairment of Assets'. The carrying amount is tested annually at the year end for impairment by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount and impairment, if any, is recognized in the consolidated financial statements of the Group.

The Group carried out an impairment assessment of the aforesaid CGUs using a discounted cash flow model which is based on the net present value of the forecasted earnings of the cash-generating unit. This is calculated using certain assumptions viz. discount rate of 17.80% - 23.80%, terminal year growth rate of 4% and cash flow forecasts for 5 years. The Group has also involved independent, registered valuer to assess fair value of the property, plant and equipment and Group has calculated the value in use of the CGUs by cash flow approach. These forecasts contain management's best view of the expected performance of the CGUs based on the management's knowledge of the market environment, strategic initiatives and future business plans. As per the management assessment, there is no impairment required to be recognized in the statement of profit and loss account.

(iii) During the financial year 2023-24, the Group has classified its properties amounting to ₹128.26 million (Gross value ₹146.41 million and accumulated depreciation ₹18.15 million) as investment property from property plant and equipment, due to change in plan and objective towards utlisation of said properties.

(iv) During the financial year 2024-25, the Group has classified its properties amounting to ₹35.00 million (Gross value ₹40.80 million and accumulated depreciation ₹5.80 million) as investment property from property plant and equipment, due to change in plan and objective towards utlisation of said properties.

(v) The Group has not revalue its property, plant & equipment durint financial year 2024-25.

(vi) The Group has adopted cost model for its property, plant and equipment.

This space has intentionally been left blank.

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

2.2 Capital work-in-progress

(₹ in million)

Particulars	Amount
As at April 1, 2023	280.07
Additions	622.06
Capitalised	(154.90)
Disposal	(0.08)
As at March 31, 2024	747.15
As at April 1, 2024	747.15
Additions	251.60
Capitalised	(63.62)
Disposal	-
As at March 31, 2025	935.13

Notes:

(i) The capital work-in-progress relates to ongoing projects for construction and installation of property, plant and equipment.

(ii) Ageing for capital work-in-progress as at March 31, 2025: (₹ in million)

Capital work in progress	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	251.60	628.46	49.43	5.64	935.13
Total	251.60	628.46	49.43	5.64	935.13

(iii) Ageing for capital work-in-progress as at March 31, 2024: (₹ in million)

Capital work in progress	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	671.61	67.78	7.59	0.17	747.15
Total	671.61	67.78	7.59	0.17	747.15

(iv) Projects in progress as on March 31, 2025 and as on March 31, 2024 have not exceeded the cost and timeline as compared to their respective original plans.

(v) The capital work in progress of projects as on March 31, 2025 will be capitalised upon completion in subsequent years.

This space has intentionally been left blank.

2.3 Investment property

(₹ in million)

Particulars	Buildings	Total
Gross carrying value:		
As at April 1, 2023	-	-
Transferred from property, plant and equipment (refer note 2.1(iii))	146.41	146.41
As at March 31, 2024	146.41	146.41
Transferred from property, plant and equipment (refer note 2.1(iv))	40.80	40.80
As at March 31, 2025	187.21	187.21
Accumulated depreciation:		
As at April 1, 2023	-	-
Transferred from property, plant and equipment (refer note 2.1(iii))	18.15	18.15
Charge for the year	2.32	2.32
As at March 31, 2024	20.47	20.47
Transferred from property, plant and equipment (refer note 2.1(iv))	5.80	5.80
Charge for the year	2.97	2.97
As at March 31, 2025	29.24	29.24
Net carrying value:		
As at March 31, 2025	157.97	157.97
As at March 31, 2024	125.94	125.94

Information regarding income and expenditure of the investment property:

(₹ in million)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Rental income derived from investment property (refer note no. 29)	16.44	15.65
Less: Direct operating expenses	-	-
Profit from investment property before depreciation	16.44	15.65
Less: Depreciation for the year	(2.97)	(2.32)
Profit arising from investment property	13.47	13.33

Fair value of the investment property: (₹ in million)

Particulars	As at March 31, 2025	As at March 31, 2024
Investment property	157.97	125.94

Estimation of fair value : The fair value of investment property was carried out and was based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. The fair valuation is based on prices in the active market for similar properties. The main input used are quantum, area, location and demand.

This space has intentionally been left blank.

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

2.4 Other Intangible assets

(₹ in million)

Particulars	Patents, trademarks and copyrights	Softwares	Websites	Products development	Total
Gross carrying value:					
Gross carrying value:					
As at April 1, 2023	91.02	231.62	9.34	624.17	956.15
Additions	-	-	-	-	-
As at March 31, 2024	91.02	231.62	9.34	624.17	956.15
As at April 1, 2024	91.02	231.62	9.34	624.17	956.15
Additions	-	9.29	-	-	9.29
As at March 31, 2025	91.02	240.91	9.34	624.17	965.44
Accumulated amortisation:					
As at April 1, 2023	83.91	229.17	9.34	518.06	840.48
Charge for the year	0.71	0.35	-	22.45	23.51
As at March 31, 2024	84.62	229.52	9.34	540.51	863.99
As at April 1, 2024	84.62	229.52	9.34	540.51	863.99
Charge for the year	0.65	1.61	-	21.95	24.21
As at March 31, 2025	85.27	231.13	9.34	562.46	888.20
Net carrying value:					
As at March 31, 2025	5.75	9.78	-	61.71	77.24
As at March 31, 2024	6.40	2.10	-	83.66	92.16

Note: The Group has adopted cost model for its intangible assets.

2.5 Intangible assets under development

(₹ in million)

Particulars	Amount
As at April 1, 2023	143.17
Addition	143.85
Disposal / written off	(19.20)
As at March 31, 2024	267.82
As at April 1, 2024	267.82
Addition	80.95
Disposal / written off	(3.39)
As at March 31, 2025	345.38

Notes:

(i) The cost incurred on intangible assets under development relates to products development, patents, technical know-how and softwares.

(ii) Ageing for intangible assets under development as at March 31, 2025: (₹ in million)

Capital work in progress	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	80.95	140.85	123.58	-	345.38
Projets temporarily suspended	-	-	-	-	-
Total	80.95	140.85	123.58	-	345.38

(iii) Ageing for intangible assets under development as at March 31, 2024: (₹ in million)

Capital work in progress	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	143.85	123.97	-	-	267.82
Projets temporarily suspended	-	-	-	-	-
Total	143.85	123.97	-	-	267.82

(iv) Approval awaited from concerned regulatory authorities for projects amounting ₹18.72 million, which were outstanding for more than three years and were written off during financial year 2023-24.

(v) Projects in progress as on March 31, 2025 and as on March 31, 2024 have not exceeded the cost and timeline as compared to their respective original plans.

(vi) The capital work in progress of projects as on March 31, 2025 will be capitalised upon completion in subsequent years.

(₹ in million)

Particulars	As at March 31, 2025	As at March 31, 2024
3. Investments (non-current)		
Investments in equity instruments (unquoted)		
Other investments (at fair value through profit and loss)		
i) Shivalik Solid Waste Management Limited 20,250 (March 31, 2024: 20,250) equity shares of ₹10 each fully paid up	0.20	0.20
ii) Mohali Green Environment Private Limited 50,000 (March 31, 2024: 50,000) equity shares of ₹10 each fully paid up	0.50	0.50
Total	0.70	0.70
Aggregate book value of unquoted investments	0.70	0.70
Aggregate amount of impairment in value of investments	-	-

Notes:

i) Refer note 46 for disclosure on fair value measurements in respect of financial assets at cost and fair value through profit and loss.

ii) The Group does not have any quoted non-current investments during the current as well as previous year.

Particulars	As at March 31, 2025	As at March 31, 2024
4. Loans (non-current)		
(Unsecured, considered good, unless stated otherwise)		
Loans to employees	-	0.86
Total	-	0.86

Notes:

i) During the financial year 2023-24 and financial year 2024-25, the Group has not given any loans to any promoters, directors and key managerial persons.

ii) Refer note 46 and 47 for disclosure of fair value in respect of financial assets measured at amortised cost and disclosure for financial risk management for assessment of expected credit losses, respectively.

Particulars	As at March 31, 2025	As at March 31, 2024
5. Other financial assets (non-current)		
(Unsecured, considered good, unless stated otherwise)		
Security deposits	30.85	20.09
Bank deposits (due for maturity after 12 months from the reporting date)	29.95	8.97
Total	60.80	29.06

Notes:

i) Bank deposits amounting to ₹29.48 million (March 31, 2024: ₹7.95 million) are deposited with banks and various government authorities for tender, bank guarantee, margin money, etc.

ii) Refer note 46 and 47 for disclosure of fair value in respect of financial assets measured at amortised cost and disclosure for financial risk management for assessment of expected credit losses, respectively.

Particulars	As at March 31, 2025	As at March 31, 2024
6. Income tax assets (net)		
Advance taxes	197.09	1,788.74
Less: Provision for taxes	(114.81)	(1,714.75)
Total	82.28	73.99
7. Other non-current assets		
(Unsecured, considered good unless stated otherwise)		
Capital advances	39.00	15.76
Balances with statutory authorities	313.14	598.93
Prepaid expenses	0.12	0.77
Total (A)	352.26	615.46
(Unsecured, considered doubtful / credit impaired)		
Capital advances	178.29	178.01
Less: allowance for doubtful advances	(178.29)	(178.01)
Total (B)	-	-
Total (A+B)	352.26	615.46

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

(₹ in million)

Particulars	As at March 31, 2025	As at March 31, 2024
8. Inventories		
(Valued at lower of cost or net realisable value)		
Raw materials including packing materials	1,087.25	988.28
Finished goods	649.85	427.00
Traded goods	43.20	39.33
Work-in-progress	169.40	174.78
Stores and spares	187.01	149.96
Total	2,136.71	1,779.35

Notes:

i) The Company recorded inventory write down (net) of ₹ Nil (March 31, 2024: ₹121.16 million) on account of inventory obsolescence, expiry etc.. This is included as part of cost of materials consumed and changes in inventories of finished goods, work-in- progress, stores, spares and stock-in-trade in profit or loss, as the case may be.

ii) Refer note 30, 31 and 32 for consumption of materials, purchase of traded goods and changes in inventories recorded by the Group.

Particulars	As at March 31, 2025	As at March 31, 2024
9. Investments (current)		
Carried at fair value through profit or loss		
Investment in mutual funds:		
Aditya Birla Sun Life Liquid Fund - Growth-Regular Plan Nil (March 31, 2024: 402,959.606 units at NAV of ₹385.6632 each)	-	155.41
HDFC Low Duration Fund - Regular Plan - Growth Nil (March 31, 2024: 1,372,958.786 units at NAV of ₹52.6548 each)	-	72.29
Nippon India Ultra Short Duration Fund - Growth Option - Growth Plan 7967.948 (March 31, 2024: 47,668.532) units at NAV of ₹3,956.46 (March 31, 2024: ₹3,690.4077) each	31.53	175.92
Total	31.53	403.62
Aggregate cost of quoted investments	27.55	385.63
Aggregate market value of quoted investments	31.53	403.62

Note: Refer note 46 and 47 for disclosure of fair value in respect of financial assets measured at amortised cost and disclosure for financial risk management for assessment of expected credit losses, respectively.

Particulars	As at March 31, 2025	As at March 31, 2024
10. Trade receivables		
Unsecured, considered good	725.57	574.19
Unsecured, considered doubtful, credit impaired	50.56	42.55
	776.13	616.74
Less: Allowance for expected credit loss	(50.56)	(42.55)
Total	725.57	574.19

Notes:

(i) Refer note 46 and 47 for disclosure of fair value in respect of financial assets measured at amortised cost and disclosure for financial risk management for assessment of expected credit losses, respectively.

This space has intentionally been left blank.

ii) Ageing for trade receivables as at March 31, 2025:

(₹ in million)

Particulars	Not due	Outstanding for periods from due date of payments					Total
		Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables considered good	539.83	144.17	28.07	6.08	6.15	1.27	725.57
Undisputed trade receivables which have significant increase in credit risk	-	-	-	-	-	0.96	0.96
Undisputed trade receivables credit impaired	1.62	8.53	3.57	1.79	3.44	27.27	46.22
Disputed trade receivables credit impaired	-	-	-	-	-	3.38	3.38
Total	541.45	152.70	31.64	7.87	9.59	32.88	776.13
Less: Allowance for doubtful trade receivables							(50.56)
Trade receivables (Net)							725.57

iii) Ageing for trade receivables as at March 31, 2024:

(₹ in million)

Particulars	Not due	Outstanding for periods from due date of payments					Total
		Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables considered good	351.89	175.86	33.91	11.62	0.04	0.88	574.20
Undisputed trade receivables which have significant increase in credit risk	-	-	-	-	-	0.96	0.96
Undisputed trade receivables credit impaired	1.46	1.54	2.92	2.06	8.35	21.87	38.20
Disputed trade receivables credit impaired	-	-	-	-	-	3.38	3.38
Total	353.35	177.40	36.83	13.68	8.39	27.09	616.74
Less: Allowance for doubtful trade receivables							(42.55)
Trade receivables (Net)							574.19

(₹ in million)

Particulars	**As at March 31, 2025**	As at March 31, 2024
11. Cash and cash equivalents		
Balances with banks		
- in current accounts	507.49	398.92
- in exchange earners' foreign currency accounts	3.77	7.45
Cash on hand	0.59	0.36
Deposits with original maturity upto 3 months from reporting date	309.40	65.01
Total	821.25	471.74

Notes:

(i) Fixed deposits amounting to ₹309.40 (March 31, 2024: ₹ Nil) are pledged / provided with banks and various government authorities for tender, bank guarantee, margin money, etc.

(ii) There are no repatriation restrictions with regards to cash and cash equivalents as at the end of the reporting period.

12. Bank balances other than cash and cash equivalents		
Bank deposits (with original maturity for more than 3 months but less than 12 months from reporting date)	248.42	748.30
Total	248.42	748.30

Note: Bank deposits amounting to ₹248.42 million (March 31, 2024: ₹110.03 million) are pledged / deposited with banks and various government authorities for tender, bank guarantee, margin money, etc.

13. Loans (current)		
(Unsecured, considered good, unless stated otherwise)		
Loans to employees	25.67	33.32
Total	25.67	33.32

Note: Refer note 46 and 47 for disclosure of fair value in respect of financial assets measured at amortised cost and disclosure for financial risk management for assessment of expected credit losses, respectively.

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

(₹ in million)

Particulars	As at March 31, 2025	As at March 31, 2024
14. Other financial assets (current)		
(Unsecured, considered good, unless otherwise stated)		
Security deposits	4.46	3.16
Deposits with original maturity for more than 12 months but remaining maturity is less than 12 month on reporting date	608.82	176.20
Others	76.75	48.54
Total (A)	690.03	227.90
(Unsecured, considered doubtful)		
Security deposits	6.79	7.10
Less : allowance for doubtful deposits	(6.79)	(7.10)
Total (B)	-	-
Total (A+B)	690.03	227.90

Notes:

(i) Refer note 46 and 47 for disclosure of fair value in respect of financial assets measured at amortised cost and disclosure for financial risk management for assessment of expected credit losses, respectively.

(ii) Bank deposits amounting to ₹167.91 million (March 31, 2024: ₹175.48 million) are pledged/deposited with banks and various government authorities for tender, bank guarantee, margin money, etc.

Particulars	As at March 31, 2025	As at March 31, 2024
15. Other current assets		
(Unsecured, considered good, unless otherwise stated)		
Prepaid expenses	71.08	60.63
Export benefits receivable	11.58	10.57
Balances with statutory authorities	620.81	497.01
Advance to suppliers	69.14	48.04
Total (A)	772.61	616.25
(Unsecured, considered doubtful, credit impaired)		
Advance to suppliers	43.66	40.92
Less: Allowance for doubtful advances	(43.66)	(40.92)
Total (B)	-	-
Total (A+B)	772.61	616.25
16. Share capital		
Authorised		
125,000,000 (March 31, 2024: 125,000,000) equity shares of ₹1 each	125.00	125.00
109,837,000 (March 31, 2024: 109,837,000) preference shares of ₹10 each	1,098.37	1,098.37
	1,223.37	1,223.37
Issued, subscribed and fully paid up		
61,250,746 (March 31, 2024: 61,250,746) equity shares of ₹1 each	61.25	61.25
Total	61.25	61.25

Notes:

(a) Reconciliation of number of equity shares of the Holding Company:

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	₹ in million	No. of shares	₹ in million
Equity shares at the beginning of the year	61,250,746	61.25	61,250,746	61.25
Changes during the year	-	-	-	-
Equity shares at the end of the year	61,250,746	61.25	61,250,746	61.25

(b) Terms / rights attached to equity shares:

The Holding Company has only one class of equity shares having a par value of ₹1 per share. Each holder of equity shares is entitled to one vote per share. The Holding Company declares and pays dividends in Indian Rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The Board of Directors of the Holding Company has not proposed any dividend on equity shares for current year and previous year.

In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts including preference shares. The distribution will be in proportion to the number of equity shares held by the equity shareholders.

The Holding Company has not reserved any shares for issuance under options.

(c) Details of promoters' equity share holding in the Holding Company:

Name of shareholders	**As at March 31, 2025**		As at March 31, 2024	
	No. of shares	% holding	No. of shares	% holding
Dr. Rajesh Jain	30,217,312	49.33%	30,217,312	49.33%
Mr. Sandeep Jain	9,351,924	15.27%	10,031,600	16.38%

(d) Details of shareholders holding more than 5% of equity shares in the Holding Company:

Name of shareholders	**As at March 31, 2025**		As at March 31, 2024	
	No. of shares	% holding	No. of shares	% holding
Dr. Rajesh Jain	30,217,312	49.33%	30,217,312	49.33%
Mr. Sandeep Jain	9,351,924	15.27%	10,031,600	16.38%

The above information has been furnished as per the shareholders' details available with the Holding Company at the year end.

(e) The Holding Company has neither bought back any equity shares nor issued any equity shares as bonus or for consideration other than cash, during the period of five years immediately preceding the reporting date.

(f) Reconciliation of 0.5% cumulative non-convertible and non-participating redeemable preference shares of the Holding Company:

Particulars	**As at March 31, 2025**		As at March 31, 2024	
	No. of shares	% holding	No. of shares	% holding
Preference shares at the beginning of the year	16,137,000	161.37	16,137,000	161.37
Changes during the year	-	-	-	-
Preference shares at the end of the year	16,137,000	161.37	16,137,000	161.37

(g) Terms attached to 0.5% cumulative non-convertible and non-participating redeemable preference shares in the Holding Company:

The Holding Company has only one class of preference shares having a par value of ₹10 per share. The Holding Company declares and pays dividends in Indian Rupees. The dividend, if any, proposed by the Board of Directors of the Holding Company is subject to the approval of the shareholders in the ensuing Annual General Meeting. The Board of Directors of the Holding Company has not proposed any dividend on preference shares for current year and previous year.

The preference shares were initially issued for a period of 10 years w.e.f. January 6, 2015. The terms of preference shares were amended on April 8, 2019 so as to enhance the tenure from 10 years to 15 years with an option with the Holding Company as well as preference shareholders for early redemption of preference shares, provided the secured debt obligations with respect to debentures issued by the Holding Company are fully serviced as per the agreed terms. The said debentures were assigned and novated in favour of Panacea Biotec Pharma Limited in financial year 2019-20 and were subsequently fully redeemed during financial year 2021-22. In the event of liquidation of the Holding Company, the holders of preference shares will be entitled to receive the remaining assets of the Holding Company after distribution of all preferential amounts, in preference to the equity shareholders. The distribution will be in proportion to the number of preference shares held by the preference shareholders. Also refer note 18(iii).

(h) The Holding Company has neither bought back any preference shares nor issued any preference shares as bonus or for consideration other than cash, during the period of five years immediately preceding the reporting date.

(i) Details of Promoters' preference shareholding and preference shareholders holding more than 5% of 0.5% cumulative non convertible and non participating redeemable preference share capital in the holding Company:

Name of shareholders	**As at March 31, 2025**		As at March 31, 2024	
	No. of shares	% holding	No. of shares	% holding
Dr. Rajesh Jain	13,008,600	80.61%	13,008,100	80.61%
Mr. Sandeep Jain	3,128,400	19.39%	3,128,400	19.39%

The above information has been furnished as per the shareholders' details available with the Holding Company at the year end.

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

(₹ in million)

Particulars	As at March 31, 2025	As at March 31, 2024
17. Other equity		
A. Reserves and Surplus:		
Capital reserve	(2,534.71)	(2,534.71)
Retained earnings	7,799.13	7,883.43
General reserve	794.99	794.99
Security premium reserve	919.40	919.40
Capital redemption reserve	1,022.34	1,022.34
Foreign currency translation reserve	68.92	57.22
Total (A)	8,070.07	8,142.67
B. Equity component of compound financial instruments (refer note 16(f) to 16(i) and 18(iii))	216.54	216.54
Total (A+B)	8,286.61	8,359.21

Note: For changes in balances of reserves, refer to the Consolidated Statement of Changes in Equity.

Nature and purpose of other reserves

General reserve: The Holding Company has transferred a portion of the net profit before declaring dividend to general reserve in earlier years pursuant to the provisions of the erstwhile Companies Act, 1956. Mandatory transfer to general reserve is not required under the Act.

Securities premium reserve: represents premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Retained earning: are the profits/(losses) that the Group has earned till date, less any transfer to any reserves, dividend or other distribution paid to shareholders.

Capital redemption reserve: is created in accordance with provisions of the Act for the buy back of equity shares from the market. Capital reserve: includes reserve created pursuant to the demerger of the real estate business.

Foreign Currency translation reserve: Assets and liabilities of foreign subsidiaries are translated into INR at the rate of exchange prevailing as at date of the balance sheet. Revenue and expenses are translated into INR at the average exchange rate prevailing during the period. The exchange difference arising at the year-end due to translation is debited or credited to currency translation reserve account.

(₹ in million)

Particulars	As at March 31, 2025	As at March 31, 2024
18. Borrowings (non-current)		
Unsecured loans:		
Liability component of compound financial instruments		
16,137,000 (March 31, 2024: 16,137,000) 0.5% cumulative non-convertible and non-participating redeemable preference shares of ₹10 each (refer note (iii) below)	72.06	59.94
Loan from related parties (refer note (ii) below)	150.00	150.00
	222.06	209.94
Less: current maturities of non-current borrowings	-	-
Total	222.06	209.94

Notes :

(i) Rate of interest: The Group's long term borrowings were at an effective weighted average rate of 9% (March 31, 2024: 9%) per annum.

(ii) Repayment terms and security of loans: Loan from related parties includes loan from promoters, directors and is payable after five years from the date of borrowings. Interest rate is 9% per annum. Also refer note 43.

(iii) Liability component of compound financial instruments: Further to note 16(f) to (i), the preference shares are presented in the consolidated balance sheet as follows:

(₹ in million)

Particulars	As at March 31, 2025	As at March 31, 2024
Value of preference shares issued	161.37	161.37
Opening interest accrued	115.11	105.00
Interest expense (refer note below)	12.12	10.11
Total (A)	288.60	276.48
Equity component of preference shares (refer note below)	216.54	216.54
Total (B)	216.54	216.54
Liability component of compound financial instruments (A-B)	72.06	59.94

Note: The equity component is the difference between fair value of liability component computed at the effective interest rate of 18.85% per annum (March 31, 2024: 18.85% per annum) and the value of preference shares issued, which is presented as a separate component of equity in the Consolidated Statement of Changes in Equity.

(₹ in million)

	Particulars	**As at March 31, 2024**	As at March 31, 2023
19.	**Other financial liabilities (non-current)**		
	Security deposit	4.57	4.33
	Total	4.57	4.33
20.	**Provisions (non-current)**		
	Provision for gratuity (refer note 45)	191.06	164.51
	Provision for compensated absences (refer note 45)	133.06	113.45
	Provision for expected sales return (refer note below)	29.28	-
	Total	353.40	277.96
	Note:		
	Movement of provision for expected sales return:		
	Balance as at beginning of the year	-	31.30
	Provided during the year	29.28	-
	Utilised / reversed during the year	-	(31.30)
	Balance as at end of the year	29.28	-
21.	**Deferred tax Liability (net)**		
	Deferred tax liabilities arising on account of:		
	Property, plant and equipment and intangible assets	818.93	992.69
	Total (A)	818.93	992.69
	Deferred tax assets arising on account of:		
	Expenditure allowed on payment basis	178.76	93.93
	Unabsorbed business losses and unabsorbed depreciation / provisions	169.74	504.94
	Revenue received in advance	53.14	143.73
	Provision for expected credit loss	184.47	24.64
	Total (B)	586.11	767.24
	Total (A-B)	232.82	225.45
	Note: Refer note 38 for changes in balance of deferred tax assets and / or liabilities.		
22.	**Other non-current liabilities**		
	Income received in advance (refer note 53)	108.52	218.46
	Total	108.52	218.46
23.	**Trade payables**		
	Total outstanding dues of micro enterprises and small enterprises	141.79	43.41
	Total outstanding dues of creditors other than micro enterprises and small enterprises	2,115.77	1,412.21
	Total	2,257.56	1,455.62

This space has intentionally been left blank.

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Notes:

(i) Refer note 43 for related party transaction disclosures.

(ii) Ageing for trade payables outstanding as at March 31, 2025: (₹ in million)

Particulars	Not due	Outstanding for periods from due date of payments				Unbilled due	Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years		
Micro enterprises and small enterprises	0.20	129.86	11.55	0.18	-	-	141.79
Others	14.15	1,057.15	18.02	75.38	37.09	280.62	1,482.41
Disputed Dues Others	-	-	-	-	633.36	-	633.36
Total	14.35	1,187.01	29.57	75.56	670.45	280.62	2,257.56

(iii) Ageing for trade payables outstanding as at March 31, 2024: (₹ in million)

Particulars	Not due	Outstanding for periods from due date of payments				Unbilled due	Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years		
Micro enterprises and small enterprises	33.96	9.12	0.33	-	-	-	43.41
Others	9.48	426.79	82.60	7.61	37.21	230.49	794.18
Disputed Dues Others	-	-	-	618.03	-	-	618.03
Total	43.44	435.91	82.93	625.64	37.21	230.49	1,455.62

(iv) Details of dues to micro, small and medium enterprises as defined under the Micro Small and Medium Enterprises Development Act, 2006 ["MSMED Act"]:

On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act , 2006 (MSMED Act, 2006) and based on the information available with the Group, the following are the details:

(₹ in million)

Particulars	**As at March 31, 2025**	As at March 31, 2024
The amounts remaining unpaid to any supplier as at the end of each accounting year:		
- Principal	141.79	43.41
- Interest	2.32	0.23
The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	2.32	0.23
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act	-	-

This space has intentionally been left blank.

(₹ in million)

Particulars	**As at March 31, 2025**	As at March 31, 2024
24. Other financial liabilities (current)		
Grant received (refer note (ii) below)	17.69	171.03
Interest accrued but not due on borrowings	6.06	82.72
Others	70.05	1.92
Total	93.80	255.67

Notes:

(i) Refer note 46 and 47 for disclosure of fair value in respect of financial liabilities measured at amortised cost and disclosure for financial risk management for assessment of expected credit losses, respectively.

(ii) During the financial year 2022-23, the Company had received grant of ₹236.65 million from Coalition for Epidemic Preparedness Innovations (CEPI), Norway for development of a broadly protective betacoronavirus vaccine. During the financial year 2024-25, the Company has recognised grant income of ₹218.96 million against the expenditure incurred on this project upto March 31, 2025. The project is in progress. Pending completion of the project, the unutilised amount of grant is considered as other financial liability as on March 31, 2025.

Particulars	**As at March 31, 2025**	As at March 31, 2024
25. Other current liabilities		
Advances from customers (refer note 40(A)(vii) and note 57)	655.94	664.37
Income received in advance (refer note 53)	109.96	110.76
Deferred government grant	142.35	192.53
Statutory liabilities	31.10	31.15
Others	15.54	21.49
Total	954.89	1,020.30
26. Provisions (current)		
Provision for compensated absences (refer note 45)	104.39	92.14
Provision for gratuity (refer note 45)	10.13	9.64
Other provisions	249.08	255.10
Total	363.60	356.88
27. Current tax liabilities (net)		
Provision for taxation	0.08	1.35
Total	0.08	1.35

(₹ in million)

Particulars	**For the year ended March 31, 2025**	For the year ended March 31, 2024
28. Revenue from operations		
Sale of products (net)		
Finished goods	4,691.64	5,226.57
Traded goods	167.79	226.55
Sale of services		
Contract manufacturing	45.94	47.47
Royalty income	20.63	18.44
Others	-	0.26
Other operating revenue		
Export benefits	31.41	26.71
Government Grant income (refer note B(ii) below)	459.33	-
Performance linked incentive scheme (refer note B(iii) below)	165.00	26.50
Scrap sale	9.20	9.84
Technology transfer fee	-	9.34
Total	5,590.94	5,591.68

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

(₹ in million)

Particulars	**For the year ended March 31, 2025**	For the year ended March 31, 2024
A. Disaggregated revenue from contracts with customers		
Revenue from sale of products & service:		
Vaccines	2,517.36	3,550.25
Pharmaceutical formulations & nutrition	2,408.64	1,969.04
Other operating revenue:		
Vaccines	581.07	45.65
Pharmaceutical formulations & nutrition	83.87	26.74
Total	5,590.94	5,591.68
Revenue by geography:		
India	1,583.30	777.68
Outside India	4,007.64	4,814.00
Total	5,590.94	5,591.68
B. Reconciliation of gross revenue with the revenue from contracts with customers:		
Gross revenue (refer note (i) below)	5,620.72	5,687.92
Discounts	(1.01)	(1.02)
Sales returns	(28.77)	(95.22)
Total	5,590.94	5,591.68

Notes:

(i) Revenues are recorded at a point in time when the Group has no remaining performance obligations once the goods are delivered to the customer as per terms of the contract.

(ii) Grant income from Government / Others includes grant income of (i) ₹218.96 million (FY2023-24: ₹ Nil) recognised against the grant received from CEPI for developing abroadly protective Betacoronavirus vaccine as per the grant terms and (ii) ₹183.73 million (FY2023-24: ₹ Nil) recognised against the advance license / EPCG licenses.

(iii) The Holding Company has received the incentive of ₹165.00 million pertaining to FY2024-25 (FY2023-24 ₹26.50 million) under the Production Linked Incentive (PLI) Scheme for Pharmaceuticals of the Govt. of India. Under this Scheme the Company is eligible for total incentive of ₹500 million for FY2022-23 to FY2027-28 subject to the Company meeting the scheme conditions relating to investments and sales growth.

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
C. Information about trade receivables, contract assets from contracts with customers:		
Trade receivables (refer note (i) below) (also refer note 10)	776.13	616.74
Others (refer note 14)	76.75	48.54
Contract balances		
Advances from customers (refer note (ii) below) (also refer note 25)	655.94	664.37
Total	196.94	0.91

Notes:

(i) Trade receivables are non-interest bearing and are generally due within 30 to 180 days. There is no significant financing component in any transaction with the customers.

(ii) The adjustments of advances during the year are not considered to be significant.

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

(₹ in million)

Particulars	**For the year ended March 31, 2025**	For the year ended March 31, 2024
29. Other income		
Income from investments:		
Dividend Income	0.04	0.08
Interest income	-	0.26
Fair value gain on investment in mutual funds	24.50	33.41
Interest income from:		
Bank deposits	73.41	77.17
Others	3.67	6.56
Others:		
Excess provisions / debt written back	36.11	70.64
Lease rent - investment property (refer note 41)	16.44	15.65
Lease rent - others (refer note 41)	1.90	0.24
Gain on sale of property, plant and equipment (net)	4.46	0.55
Gain on foreign exchange transactions and translations (net)	37.28	36.33
Miscellaneous	8.79	17.07
Total	206.60	257.96
Note: Refer note 43 for related party transaction disclosures.		
30. Cost of materials consumed		
Raw materials including packing materials:		
Inventories at the beginning of the year	988.28	1,009.07
Add : Purchases during the year	2,239.70	2,083.83
Less: Inventories at the end of the year	(1,087.25)	(988.28)
Total	2,140.73	2,104.62
31. Purchases of traded goods		
Purchases of traded goods	75.98	18.03
Total	75.98	18.03
32. Changes in inventories of finished goods, traded goods and work-in-progress		
Inventories at the end of the year:		
Finished goods	649.85	427.00
Traded goods	43.20	39.33
Work-in-progress	169.40	174.78
Total (A)	862.45	641.11
Inventories at the beginning of the year:		
Finished goods	427.00	562.99
Traded goods	39.33	95.32
Work-in-progress	174.78	161.41
Total (B)	641.11	819.72
Changes in inventories of finished goods, traded goods and work-in-progress (B-A)	(221.34)	178.61
33. Employee benefits expense		
Salary and wages	1,617.24	1,395.20
Contribution to provident and other funds (refer note 45)	44.09	40.07
Staff welfare expenses	69.18	60.40
Total	1,730.51	1,495.67
Note: Refer note 43 for related party transaction disclosures.		
34. Finance costs		
Interest expense	29.22	26.73
Other borrowing costs	9.54	9.08
Total	38.76	35.81
Note: Refer note 43 for related party transaction disclosures.		
35. Depreciation and amortisation expense		
Depreciation on property, plant and equipment	320.96	341.28
Depreciation on investment property	2.97	2.32
Amortisation of intangible assets	24.21	23.51
Total	348.14	367.11

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

(₹ in million)

Particulars	**For the year ended March 31, 2025**	For the year ended March 31, 2024
36. Other expenses		
Advertising and sales promotion	194.73	113.04
Allowance for expected credit loss and doubtful advances	12.50	5.66
Analytical testing and trial	65.35	73.43
Bad debts and advances and other balances written off	0.79	5.43
Commission on sales	26.77	13.33
Consumption of stores and spares	364.08	384.17
Contract manufacturing	0.22	2.18
Directors' sitting fees	2.12	1.79
Donation others	1.13	0.11
Freight and forwarding	147.88	158.87
Insurance	57.12	54.71
Legal and professional	250.27	220.48
License Fees	0.17	13.17
Loss on foreign exchange transactions and translations (net)	0.29	0.10
Loss on sale of property, plant and equipment (net)	-	3.19
Meetings and conferences	22.04	18.79
Miscellaneous expenses	63.15	52.34
Office expenses	3.92	4.11
Payment to statutory auditors	6.92	9.81
Postage and communication	12.67	10.26
Power and fuel	389.30	359.52
Printing and stationery	6.84	6.61
Property, plant and equipment and intangible assets written off	13.95	46.14
Rates and taxes	62.39	59.44
Rent (refer note 41)	47.77	33.96
Repair and maintenance :		
Buildings	41.59	50.15
Plant and machinery	68.08	60.77
Others	89.02	85.49
Royalty	0.08	1.91
Security charges	29.96	28.34
Staff training and recruitment	13.43	18.99
Subscription	17.60	20.89
Travelling and conveyance	92.13	53.81
Vehicle running and maintenance	19.92	24.37
Total	2,124.18	1,995.36
Note: Refer note 43 for related party transaction disclosures		
37. Exceptional items		
Deferred revenue recognised against sale of domestic formulation brands in earlier year	359.94	360.34
Total	359.94	360.34
Note: Refer note 53		

(₹ in million)

Particulars	**For the year ended March 31, 2025**	For the year ended March 31, 2024
38. Tax expenses		
A. Income tax expense reported in the Statement of Profit and Loss		
Income tax expense consists of the following:		
Current tax	0.14	6.94
Deferred tax	7.57	22.88
Total tax expense	7.71	29.82
B. Income tax expense in other comprehensive income:		
Income tax relating to Re-measurement (loss) on defined benefit plans	(0.20)	(1.14)
Total (B)	(0.20)	(1.14)
Total tax expense (A+B)	7.51	28.68
Reconciliation of the estimated tax expense at statutory income tax rate to income tax expense reported is as follows:		
Profit / (loss) before income taxes	(79.48)	14.77
At Holding Company's statutory income tax rate of 25.168% (March 31, 2024: 25.168%)	(20.00)	3.72
Impact on account of change in tax rate on long term capital gains	(105.08)	-
Deferred tax Adjustment (refer note (ii) below)	132.59	24.96
Income tax expense reported in the statement of profit and loss	7.51	28.68

Tax losses:

(i) The Group has unabsorbed business losses and unabsorbed depreciation as per tax laws for ₹784.06 million and for ₹336.70 million respectively as at March 31, 2025 (March 31, 2024: ₹1,142.41 million and ₹342.14 million respectively) that is available for off-setting against the future taxable profits of the Group. The unabsorbed business losses can be carried forward for a period of eight years from the date of incurrence of such losses as per tax laws. These unabsorbed business losses will expire between financial year ending March 31, 2030 and March 31, 2033.

(ii) Deferred tax adjustment includes adjustments on account of earlier year losses, provision for doubtful advances and interest receivable now considered as realisable under the income tax laws by the Holding Company.

(iii) Movement in deferred tax assets / liabilities :

(a) For the year ended March 31, 2025: (₹ in million)

Particulars	As at March 31, 2024	Charged / (credited) to		**As at March 31, 2025**
		profit and loss	other comprehensive income	
Tax effect of items constituting deferred tax liabilities:				
Property, plant and equipment and intangible assets	992.69	(173.56)	(0.20)	818.93
Total (A)	992.69	(173.56)	(0.20)	818.93
Deferred tax assets arising out of:				
Expenditure allowed on payment basis	93.93	69.23	-	163.16
Effect of unabsorbed losses / provisions	504.94	(319.60)	-	185.34
Revenue received in advance	143.73	(90.59)	-	53.14
Provision for expected credit loss	24.64	159.83	-	184.47
Total (B)	767.24	(181.13)	-	586.11
Net deferred assets / liabilities (B-A)	(225.45)	(7.57)	0.20	(232.82)

(b) For the year ended March 31, 2024: (₹ in million)

Particulars	As at March 31, 2023	Charged / (credited) to		As at March 31, 2024
		profit and loss	other comprehensive income	
Tax effect of items constituting deferred tax liabilities:				
Property, plant and equipment and intangible assets	1,002.58	(9.89)	-	992.69
Total (A)	1,002.58	(9.89)	-	992.69
Deferred tax assets arising out of:				
Expenditure allowed on payment basis	89.60	3.19	1.14	93.93
Effect of unabsorbed losses / provisions	450.23	54.71	-	504.94
Revenue received in advance	234.40	(90.67)	-	143.73
Provision for expected credit loss	24.64	-	-	24.64
Total (B)	798.87	(32.77)	1.14	767.24
Net deferred assets / liabilities (B-A)	(203.71)	(22.88)	1.14	(225.45)

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

(₹ in million)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
39. Earning / (loss) per share		
Profit / (loss) attributable to shareholders	(83.70)	(11.73)
Weighted average number of equity shares	61,250,746	61,250,746
Face value per equity share (in ₹)	1.00	1.00
Earning / (loss) per equity share - basic and diluted (in ₹)	(1.37)	(0.19)

(₹ in million)

Particulars	As at March 31, 2025	As at March 31, 2024
40. Contingent liabilities and commitments		
(A) Contingent liabilities (to the extent not provided for)		
Disputed demands / show cause notices under:		
Income tax cases (refer note (i) to (v) below)	3,582.45	3,550.05
Sales Tax / VAT / GST / Service Tax / Excise & Custom duty cases (refer note (vi) below)	88.40	143.80

Notes:

i) Includes income tax demand of ₹162.22 million in respect to Assessment Year 2005-06. The Income Tax Department had issued alleged demand based on certain grounds related to purchases made by the Holding Company from an overseas vendor. The matter was decided in favour of the Holding Company and the demand was cancelled by Commissioner of Income Tax (Appeals) ("CIT (Appeals)"). However, the Income Tax Department has filed an appeal before Income Tax Appellate Tribunal ('ITAT') against the order of CIT (Appeals) which is pending at present. The Holding Company believes that it has merit in this case, hence no provision is required.

ii) A search operation was conducted by the Income Tax Department in the premises of the Holding Company in January 2012 and hence the Holding Company had re-filed the income tax returns for the Assessment Year 2006-07 to 2012-13. During the year ended March 31, 2015, the Income Tax Department completed the assessment of the said years, disallowed certain expenses and issued demand of ₹3,294.90 million (including interest) on various grounds. The Holding Company preferred appeals before the CIT (Appeals) against the orders of the Income Tax Department. The appeals were decided in favour of the Holding Company and the demand was cancelled. However, CIT (Appeals) has made certain disallowances with respect to Assessment Year 2010-11 and 2011-12 against which the Holding Company has filed appeals before the ITAT. The Income Tax Department has also filed appeals before ITAT against the orders of CIT (Appeals). The appeals before ITAT are pending at present. Based on legal advice, the Holding Company believes that it has merits in these cases, hence no provision is required.

iii) The Income Tax Department had raised a demand of ₹33.69 million in respect of Assessment Year 2016-17 based on transfer pricing order passed by Dispute Resolution Panel. The alleged demand was raised on purchase of certain goods by the Holding Company from its associated enterprise wherein, according to Income Tax Department, arms' length price adjustment was warranted. The Holding Company filed appeal before Income Tax Appellate Tribunal against the order passed by the Income Tax Department. During financial year 2023-24, the said appeal has been decided in favour of the Holding Company. However, the department has filed an appeal before the Hon'ble Delhi High court, against the order of the Hon'ble ITAT. Based on legal advice, the Holding Company believes that it has merits in these cases, hence no provision is required.

iv) The Income Tax Department has levied a penalty of ₹0.40 million in respect of Assessment Year 2017-18 on account of additions made in assessment order passed for the said year. The Holding Company has filed an appeal before CIT (Appeals) against the order passed by the Income Tax Department and the same was dismissed by the CIT(Appeals). Further the Holding Company filed an appeal before the Hon'ble ITAT against the order passed by the Ld CIT(Appeals). The said appeal has been decided in the favor of the Holding Company vide ITAT order dated April 29, 2025. Therefore, the penalty doesn't exist, post the effect of ITAT order. Based on legal advice, the Holding Company believes that it has merits in these cases, hence no provision is required.

v) The Income Tax Department had raised a demand of ₹2,620.80 million in respect of Assessment Year 2020-21. The alleged demand was raised due to wrong addition of contingent liability not provided for, set-off of business losses not allowed and increase in other income due to set-off of business losses not allowed. The Holding Company filed an appeal before CIT (Appeals) and rectification application before assessing officer against the order passed by the Income Tax Department. During the financial year 2023-24, while the said appeal was under consideration, in the meantime the assessing officer has passed rectification order in favour of the Holding Company and reduced the said tax demand to ₹91.63 million. The Holding Company believes that it has merits in this case, hence no provision is required.

vi) In respect of Sales tax / VAT demands for Chennai, Kolkata, Patna and Pune the matter has been settled in favour of the Holding Company. Service tax, Excise and Custom duty litigations are pending with various authorities. The Holding Company believes that it has merit in these cases and hence no provision is required.

vii) The Holding Company had manufactured and offered supply of certain vaccines which were manufactured against the confirmed order received from the Ministry of Health and Family Welfare ("MOHFW"), Govt. of India. Some quantities of vaccines were supplied during December 2011, the balance could not be supplied in view of disputes with respect to delivery dates and in the meantime the stock of such vaccines amounting to ₹74.10 million expired. Further, the Holding Company had also received an advance market commitment ("AMC") amounting to ₹100.00 million against these vaccines. The refund of the advance so received (after adjusting the amount receivable against the vaccines already supplied) was demanded back by MOHFW along with interest on account of non-supply of balance quantities of vaccines. In view of above disputes, the Holding Company obtained a stay order from the Hon'ble Delhi High Court against recovery of said amount, till the disputes are finally resolved through arbitration. The arbitration award was pronounced in favour of the Holding Company on March 14, 2019, vide which MOHFW was directed to pay the applicable amount for vaccine supplied / offered for supply along with interest. MOHFW filed an appeal before Hon'ble Delhi High Court raising certain objections against the award, which was dismissed by the Hon'ble Court. MOHFW filed an appeal against such order before the Division Bench of the Hon'ble Delhi High Court which was also rejected. MOHFW has filed a Special Leave Petition against such order before the Hon'ble Supreme Court of India. Currently, the same is pending before the Hon'ble Supreme Court. The Holding Company's application for execution of award is also currently pending before the Hon'ble Delhi High Court. The Holding Company believes that it has merits in this case and the outcome of this matter will not have any material adverse impact on the financial position of the Holding Company.

viii) In March 2024, the Holding Company had received summons from Asst. Commissioner of State Tax, Mumbai, Maharashtra to enquire if the Holding Company had paid GST on sale of the leasehold land and building at Navi Mumbai to Mankind Pharma Ltd. in March 2022. The Holding Company's officials attended the proceedings and clarified that the GST was not applicable as the said transaction was covered under Schedule III to CGST/MGST Act. However, following persistent follow up by the GST authorities, the Holding Company had deposited an amount of ₹31.42 million under protest. The Holding Company filed a writ petition before the Hon'ble High Court of Judicature at Bombay against the said proceedings. The Hon'ble Bombay High Court has set aside the demand order on January 22, 2025 and the matter has been remanded back to the Assistant Commissioner of State Tax, Mumbai for a fresh adjudication on the show cause notice. The Hon'ble High Court has also directed the Assistant Commissioner of State Tax, Mumbai to take into consideration and deal with the recent decision of the Gujarat High Court on a similar issue whilst rendering its findings on the show cause notice. The management believes that the Holding Company has merit in its case and the outcome of this matter will not have any material adverse impact on the financial position of the Holding Company. Accordingly, the Holding Company has not made any provisions in respect of this matter.

ix) Meyten Realtech Private Limited ("Meyten") had acquired immovable property situated at industrial plot bearing No. G-3/B-1 Extension, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044 from Radhika Heights Limited ("RHL") (initially known as Maxwell Impex (India) Private Limited), the erstwhile wholly owned subsidiary of the Holding Company, which owned the said industrial plot (which was earlier allotted to Shri Ramesh Chandra Aggarwal by way of Registered Perpetual Lease deed). Shri Ramesh Chandra Aggarwal formed a Holding Company in the name of Maxwell Impex (India) Private Limited and conveyed his perpetual lease / sub-lease hold rights in respect of the said plot to it. The entire shareholding of this Holding Company was subsequently purchased by the Holding Company from the shareholders of this Holding Company during financial year 1999-2000. In 2003, Delhi Development Authority ('DDA') floated a scheme for conversion of leasehold rights in to freehold rights on the basis of General Power of Attorney. RHL applied for conversion of the leasehold rights to freehold rights. RHL received a demand towards unearned increase charges of ₹100.78 million from DDA vide its letter dated October 22, 2010 without disclosing the nature and the basis of demand. RHL had filed a writ petition with the Hon'ble Delhi High Court which is pending at present. Based on legal advice, the Group believes that it has merits in this case, hence no provision for this demand towards unearned increase charge is currently recorded.

x) In October, 2023, the Holding Company received notice from the International Court of Arbitration, Paris ("ICC") intimating commencement of an Arbitration proceeding pursuant to the request filed by Apotex Inc., claiming an amount of US$ 118.14 million towards outsized alleged losses plus interest thereon under the Collaboration Agreement dated May 09, 2014 entered into between Apotex Inc. and the Holding Company. The said agreement was subsequently assigned and novated in favour of Panacea Biotec Pharma Limited ("PBPL") wholly owned subsidiary of the Holding Company. The Holding Company submitted its response to the notice of arbitration rebutting the claims raised by Apotex citing novation of the said agreement in favour of PBPL. Apotex subsequently filed request for joinder of PBPL in the said arbitration proceedings, raising the claim against the Holding Company and PBPL aggregating to US$163.24 million, which had been objected by the Holding Company and PBPL. The management believes that the Holding Company and / or PBPL is not in breach of its obligations and the claims filed by Apotex are frivolous, unsubstantiated, premised on fundamental factual misstatements and incorrect legal assumptions regarding the Collaboration Agreement and contrary to the overwhelming facts and evidence. Both sides had appointed their respective arbitrators and these arbitrators nominated the third arbitrator as the chairman of the arbitration tribunal. PBPL had also filed a request for arbitration before ICC with respect to dispute with Apotex raising a claim of US$ 9.90 million towards PBPL's share of profit from sale of authorized generic products sold by Apotex during financial year 2022-23 in USA under the terms of the said Collaboration Agreement and the settlement agreement signed among the Parties including the innovator Holding Company. ICC had combined the two arbitrations proceedings and thereafter the initial arbitration proceedings started. The parties are currently in discussion for an out of court settlement, the settlement negotiations are underway. Based on the legal opinion obtained and assessment of aforesaid matter, the management is of the view that no material liability is expected to arise on the Holding Company and / or PBPL on account of aforesaid claims.

xi) The Group has received notices from various authorities seeking information mentioned in the said notices. In view of the management these notices may not have any financial liability on the Group.

(B) Capital commitments

Estimated amount of contracts remaining to be executed on capital account, net of advances and not provided in the books are as follows:

(₹ in million)

Particulars	**As at March 31, 2025**	As at March 31, 2024
Property, plant and equipment	217.88	95.68
Total	217.88	95.68

41. Leases

Group as a lessee

The Group does not have any long-term non cancellable leases during current and prevous financial year. Lease payments with respect to short term leases amounts to ₹47.77 million (March 31, 2024: ₹33.96 million) (refer note 36).

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Group as a lessor

The Group has leased out certain office and godown premises under short-term operating lease agreements. These are generally cancellable and are renewable by mutual consent on mutually agreed terms. There are no sublease payments expected to be received under non-cancellable subleases at the balance sheet date and no restriction is imposed by lease arrangements. Lease income amounting to ₹18.34 million (March 31, 2024: ₹15.89 million) has been recorded in the consolidated statement of profit and loss.

42. Research and development expenditure

Research and development expenditure incurred by the Group during the financial year are mentioned below: (₹ in million)

Particulars	**For the year ended March 31, 2025**	For the year ended March 31, 2024
Revenue expenditure		
Materials consumed	10.76	12.24
Employee benefits expense	170.07	150.65
Depreciation and amortisation expense	51.58	60.23
Other expenses	195.99	205.81
Capital expenditure	122.72	23.18
Total	551.12	452.11

43. Related party disclosures

As per Ind AS 24, the disclosure of transactions with related parties are as given below:

(A) List of related parties and relationship with whom transactions have taken place:

(a) Associate & Joint Venture:
- Adveta Power Private Limited ("Adveta")*
- PanEra Biotec Private Limited ("PanEra")*
- Chiron Panacea Vaccines Private Limited (liquidated on June 20, 2024) ("CPV")

(b) Key Management Personnel:
- Dr. Rajesh Jain - Chairman and Managing Director
- Mr. Sandeep Jain - Joint Managing Director
- Mr. Ankesh Jain - Whole-time Director
- Mr. Harshet Jain - Whole-time Director (w.e.f. February 14, 2025)
- Dr. Sanjay Trehan – Whole-time Director (w.e.f. February 14, 2025) (designated as Director Technical & Compliances w.e.f. April 1, 2025)
- Mr. R. L. Narasimhan - Non-Executive Independent Director (upto March 31, 2024)
- Mr. N. N. Khamitkar - Non-Executive Independent Director (upto March 31, 2024)
- Mr. K. M. Lal - Non-Executive Independent Director (upto March 31, 2024)
- Mrs. Manjula Upadhyay - Non-Executive Independent Director (upto March 29, 2025)
- Mr. Mukul Gupta - Non-Executive Independent Director
- Mr. Bhupinder Singh - Non-Executive Independent Director (upto October 15, 2024)
- Mr. Narotam Kumar Juneja – Non-Executive Non Independent Director (upto March 31, 2025)
- Mrs. Ambika Sharma – Non-Executive Independent Director (w.e.f. February 14, 2024)
- CA. Rajesh Jain – Non-Executive Independent Director (w.e.f. November 13, 2024)
- Mr. Krishan Kumar Jalan – Non-Executive Independent Director (w.e.f. February 14, 2025)
- Dr. Rajender Pal Singh – Non-Executive Independent Director (w.e.f. February 14, 2025)
- Mr. Venkatesh Sarvasiddhi – Non-Executive Independent Director (w.e.f. February 14, 2025)
- Mr. Vinod Goel - Group CFO and Head Legal & Company Secretary
- Mr. Devender Gupta - Chief Financial Officer & Head Information Technology

(c) Enterprises over which Person(s) (having control or significant influence over the Company / Key Management Personnel(s), along with their relatives) are able to exercise significant influence:
- Neophar Alipro Limited ("Neophar")
- First Lucre Partnership Co. (holding shares in the Holding Company)
- MR Lex Corp LLP
- MD Next Life Sciences LLP
- EverWise Ventures LLP

(d) Relatives of key Management Personnel having transactions with the Holding Company:
- Mr. Tanish Jain, son of Mr. Sandeep Jain
- Mr. Taric Jain, son of Dr. Rajesh Jain and brother of Mr. Ankesh Jain and Mr. Harshet Jain (employed in Panacea Biotec Pharma Limited w.e.f. June 1, 2024).

* considered as a subsidiary for the purpose of consolidation as per Ind AS 110.

(B) Transactions with related parties:

(₹ in million)

S. No.		Particulars	**For the year ended March 31, 2025**	For the year ended March 31, 2024
I)		Transactions made during the year:		
	a)	Rent income		
		Neophar	0.18	0.18
	b)	Interest expense		
		Dr. Rajesh Jain	13.50	13.57
	c)	Legal and professional expense		
		MR Lex Corp LLP	1.24	1.59
		Dr. Sanjay Trehan	0.46	-
	d)	Short-term employee benefits		
		Dr. Rajesh Jain	9.51	9.01
		Mr. Sandeep Jain	8.75	8.37
		Mr. Ankesh Jain	12.07	3.03
		Mr. Harshet Jain	2.77	1.20
		Mr. Vinod Goel	8.34	8.43
		Mr. Devender Gupta	10.27	6.43
		Mr. Narotam Kumar Juneja	1.83	1.60
		Mr. Tanish Jain	1.12	0.60
		Mr. Taric Jain	1.91	-
	e)	Directors' sitting fees		
		Mr. R. L. Narasimhan	-	0.27
		Mr. N. N. Khamitkar	-	0.26
		Mr. K. M. Lal	-	0.30
		Mr. Ankesh Jain	0.12	-
		Mrs. Manjula Upadhyay	0.70	0.49
		Mr. Mukul Gupta	0.41	0.20
		Ms. Ambika Sharma	0.35	-
		CA. Rajesh Jain	0.31	-
		Mr. Bhupinder Singh	-	0.05
		Mr. Narotam Kumar Juneja	0.24	0.22
II)		Year end balances:		
	a)	Borrowings		
		Dr. Rajesh Jain	150.00	150.00
	b)	Trade payables		
		MR Lex Corp LLP	0.16	0.85
	c)	Post-employment benefits		
		Dr. Rajesh Jain	20.79	19.65
		Mr. Sandeep Jain	20.46	19.29
		Mr. Ankesh Jain	-	0.93
		Mr. Narotam Kumar Juneja	-	0.08
		Mr. Vinod Goel	2.00	1.88
		Mr. Devender Gupta	1.79	1.16
		Mr. Harshet Jain	0.56	0.12
		Mr. Tanish Jain	0.06	0.02
		Mr. Taric Jain	0.03	-

Note: All related party transactions are at arms length price and in the ordinary course of business.

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

44 Segment information

The Group has determined the following reportable segments based on the information reviewed by the Holding Company's management:

a. Vaccines

b. Pharmaceutical formulations & Nutrition

(A) Information about reportable segments (₹ in million)

Particulars	Vaccines		Pharmaceutical formulations & Nutrition		Total	
	For the year ended		For the year ended		For the year ended	
	March 31, 2025	March 31, 2024	**March 31, 2025**	March 31, 2024	**March 31, 2025**	March 31, 2024
a) Segment revenue	3,098.43	3,595.90	2,492.51	1,995.78	5,590.94	5,591.68
b) Segment results	(165.22)	(762.04)	85.74	776.81	(79.48)	14.77
c) Other Information:						
Segment assets	8,911.86	7,757.14	3,985.60	4,651.07	12,897.46	12,408.21
Total assets	8,911.86	7,757.14	3,985.60	4,651.07	12,897.46	12,408.21
Segment liabilities	3,508.69	3,032.53	1,082.61	993.43	4,591.30	4,025.96
Total liabilities	3,508.69	3,032.53	1,082.61	993.43	4,591.30	4,025.96
d) Capital expenditure:						
Tangible assets	296.25	642.13	82.54	47.73	378.79	689.86
Intangible assets	64.91	143.69	21.94	0.16	86.85	143.85
Depreciation expense	204.09	212.09	144.05	155.02	348.14	367.11
Total	565.25	997.91	248.53	202.91	813.78	1,200.82

(B) Additional information by geographies

a) Revenue as per geographical markets: (₹ in million)

Segment	Domestic		Overseas	
	For the year ended		For the year ended	
	March 31, 2025	March 31, 2024	**March 31, 2025**	March 31, 2024
Vaccines	929.06	437.69	2,169.37	3,158.21
Pharmaceutical formulations & Nutrition	654.24	339.99	1,838.27	1,655.79
Total Revenue	1,583.30	777.68	4,007.64	4,814.00

b) Assets (net) as per geographical markets:

Segment	Domestic		Overseas	
	As at		As at	
	March 31, 2025	March 31, 2024	**March 31, 2025**	March 31, 2024
Vaccines	8,911.86	7,757.14	-	-
Pharmaceutical formulations & Nutrition	3,538.01	4,239.00	447.59	412.07
Total	12,449.87	11,996.14	447.59	412.07

c) Revenue from top one customer contributing more than 10% of consolidated segmental revenue:

Segment	For the year ended	
	March 31, 2025	March 31, 2024
Vaccines - Percentage of total revenues	27.36%	42.70%
Pharmaceutical formulations & Nutrition - Percentage of total revenues	11.80%	-

d) All other assets are located in India therefore separate disclosure for other assets is not presented.

45. Employee benefits obligations

A. Defined benefit plan

Risks associated with plan provisions

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Group is exposed to various risks as follows:

Salary increases risk	Actual salary increases will increase the plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
Investment risk	If plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
Discount Rate risk	Reduction in discount rate in subsequent valuations can increase the plan's liability.
Mortality and disability risk	Death and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
Withdrawals risk	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact plan's liability.

Gratuity (funded)

The Group provides for gratuity for employees in India as per the Payments of Gratuity Act, 1972 to Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement / termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. For the funded plan the group makes contributions to recognised funds in India. The group does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

The Group expects to contribute ₹39.68 million (March 31, 2024: ₹35.68 million) towards gratuity during next year.

The weighted average duration of the defined benefit obligation as at March 31, 2025 is 13.05 years (March 31, 2024: 12.82 years).

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

(₹ in million)

	Particulars	**As at March 31, 2025**	As at March 31, 2024
a.	Reconciliation of present value of defined benefit obligation and the fair value of plan assets:		
	Present value of defined benefit obligation as at the end of the year	264.26	233.42
	Fair value of plan assets as at the end of the year	63.05	59.26
	Net liability position recognised in balance sheet*	201.21	174.16
b.	Changes in defined benefit obligation:		
	Present value of defined benefit obligation as at the start of the year	233.42	205.90
	Adjustments for:		
	Acquisition adjustment		
	Interest cost	16.93	15.22
	Current service cost	22.57	19.31
	Benefits paid for eligible employees	(9.84)	(11.69)
	Actuarial (gain) / loss on defined benefit obligations	1.18	4.68
	Present value of defined benefit obligation as at the end of the year	264.26	233.42
c.	Net interest cost:		
	Interest cost on defined benefit obligation	16.93	15.22
	Interest income on plan assets	4.30	4.39
	Net interest cost	12.63	10.83
d.	Amount recognised in the statement of profit and loss:		
	Current service cost	22.57	19.31
	Net interest cost	12.63	10.83
	Amount recognised in the statement of profit and loss	35.20	30.14

* The cash flows disclosed are discounted.

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

(₹ in million)

	Particulars	**As at March 31, 2025**	As at March 31, 2024
e.	Change in plan assets:		
	Fair value of the plan assets at the beginning of the year	59.26	59.51
	Actual return on plan assets	4.74	4.59
	Adjustment in opening funds	-	-
	Employer contribution	8.96	5.99
	Fund management charges	(0.06)	(0.06)
	Benefits paid for eligible employees	(9.85)	(10.77)
	Fair value of the plan assets at the end of the year	63.05	59.26
f.	Key categories of plan assets as a percentage of the fair value of total plan assets for gratuity:		
	Investment with insurer	100%	100%
g.	Other comprehensive income:		
	Actuarial loss on arising from change in demographic assumption	-	-
	Actuarial (gain) / loss on arising from change in financial assumption	0.83	0.87
	Actuarial loss on arising from experience adjustment	(2.79)	(3.84)
	Actuarial loss on arising on plan assets	0.38	0.13
	Total actuarial loss for the year	(1.58)	(2.84)
h.	Net liability recognised in the Balance Sheet:		
	Non-current	191.06	164.51
	Current	10.13	9.64
i.	Actuarial assumptions:		
	Discount rate	7.04%	7.25%
	Future salary increase	6.00%	6.00%
j.	Demographic Assumption:		
	Retirement age (years)	60/75	60/75
	Mortality rates inclusive of provision for disability	100% of IALM (2012-14)	100% of IALM (2012-14)
	Withdrawal Rate (%)		
	Ages		
	Up to 30 years	10.00%	10.00%
	From 31 to 44 years	5.00%	5.00%
	Above 44 years	1.00%	1.00%
k.	Sensitivity analysis for gratuity liability**:		
	Impact of the change in discount rate:		
	a) Impact due to increase of 0.50%	(9.71)	(9.80)
	b) Impact due to decrease of 0.50%	10.47	10.54
	Impact of the change in salary increase:		
	a) Impact due to increase of 0.50%	9.46	9.49
	b) Impact due to decrease of 0.50%	(8.88)	(8.95)
l.	Maturity profile of defined benefit obligation:		
	Within next 12 months	8.76	11.63
	Between 1-5 years	73.18	82.38
	Beyond 5 years	133.37	119.27

**The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occuring at the end of the reporting period, while holding all other assumptions constant and may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of another as some of the assumption may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the balance sheet date ,which is the same method as applied in calculating the defined benefit obligation as recognised in the balance sheet. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

B. Other long-term benefit plans represents the compensated absences provided to the employees of the Group

(₹ in million)

Particulars	**As at March 31, 2025**	As at March 31, 2024
Current liability - Actuarial	24.88	27.84
Current liability - Others	79.51	64.30
Non-current liability	133.06	113.45
Present value of obligation at the end of the year	237.45	205.59
Changes in present value of other long-term benefit plans		
(a) Present value of obligation at the beginning of the year	141.29	119.16
(b) Acquisition adjustment	-	-
(c) Interest cost	10.24	8.81
(d) Past service cost	-	-
(e) Current service cost	30.81	25.14
(f) Benefits paid	(20.25)	(14.25)
(g) Actuarial loss / (gain)	(4.15)	2.43
(h) Others	79.51	64.30
Present value of obligation at the end of the year	237.45	205.59

Expenses recognised in Statement of Profit and Loss:

Particulars	**For the year ended March 31, 2025**	For the year ended March 31, 2024
Employee benefits expense:		
Service cost	30.81	25.14
Interest cost	10.24	8.81
Actuarial (gain) / loss	(4.15)	2.43
Net actuarial (gain) / loss recognised in the Profit & Loss	36.90	36.38

C. Defined contribution plans

The Group's contribution to state governed provident fund scheme are considered as defined contribution plans. The contribution for the current year is ₹44.09 million (March 31, 2024: ₹40.07 million) is recognised as an expense, when an employee renders the related service. There are no other obligations of the Group, other than the contribution payable to the respective funds.

46. Fair value measurements

A. Financial assets and liabilities

The carrying amounts and fair values of financial instruments by class are as follows:

As at March 31, 2025 (₹ in million)

Particulars	Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost
Financial Assets:			
(i) Investments	32.23	-	-
(ii) Trade receivables	-	-	725.57
(iii) Cash and cash equivalents	-	-	821.25
(iv) Bank balances other than cash and cash equivalents	-	-	248.42
(v) Loans	-	-	25.67
(vi) Others financial assets	-	-	112.50
Total	32.23	-	1,933.41
Financial Liabilities:			
(i) Trade payables	-	-	2,257.56
(ii) Other financial liabilities	-	-	93.80
Total	-	-	2,351.36

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

As at March 31, 2024 (₹ in million)

Particulars	Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost
Financial Assets:			
(i) Investments	404.32	-	-
(ii) Trade receivables	-	-	574.19
(iii) Cash and cash equivalents	-	-	471.74
(iv) Bank balances other than cash and cash equivalents	-	-	748.30
(v) Loans	-	-	34.18
(vi) Others financial assets	-	-	53.98
Total	404.32	-	2,085.37
Financial Liabilities:			
(i) Trade payables	-	-	1,455.62
(ii) Other financial liabilities	-	-	255.67
Total	-	-	1,711.29

B. Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the balance sheet are categorised into three levels of fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement. The different levels of fair value have been defined below:

Level 1: Quoted prices (unadjusted) in an active market for financial instruments.
Level 2: Inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly or indirectly.
Level 3: Unobservable inputs for the asset or liability.

B.1 Financial assets and liabilities measured at fair value - recurring fair value measurements (₹ in million)

Investments:	Level 1	Level 2	Level 3
As at March 31, 2025	31.53	0.70	-
As at March 31, 2024	403.62	0.70	-

B.2 Financial assets and liabilities are measured at amortised cost. All the financial assets and liabilities valued at amortised cost form part of Level 3 of hierarchy table. Further, the carrying amounts of trade receivables, cash and cash equivalents, consignment debtors, interest accrued, other receivables, other bank balances, trade payables, employee payables and other current payables are considered to be the same as fair values, due to their short term nature. The fair value of all financial assets and financial liability, approximates the amortised cost due to their short term nature. They are classified as level 3 fair value in the fair value hierarchy due to the inclusion of unobservable inputs, including own credit risk. The fair value of loans to employees and security deposits approximates the carrying amount.

47. Financial risk management

Risk management framework

The Group's activities expose it to market risk, liquidity risk and credit risk. The management has the overall responsibility for the establishment and oversight of the Group's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the consolidated financial statements.

A. Credit risk

Credit risk is the risk that a counter party fails to discharge its obligation to the Group. The Group's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Group continuously monitors defaults of customers and other counter parties and incorporates this information into its credit risk controls.

A.1 Credit risk management

The Group assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Group assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets:

A: Low credit risk on financial reporting date

B: Moderate credit risk

C: High credit risk

The Group provides for expected credit loss based on the following:

Asset Company	Basis of categorisation	Provision for expected credit loss
Low credit risk	Cash and cash equivalents, Bank balances other than cash and cash equivalents, loans, trade receivables and other financial assets	12 month expected credit loss
Moderate credit risk	Trade receivables	Life time expected credit loss or 12 month expected credit loss*
High credit risk	Trade receivables and loans	Life time expected credit loss or fully provided for

*In respect of trade receivables, the Group recognises a provision for lifetime expected credit losses.

Based on business environment in which the Group operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Group. The Group continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

(₹ in million)

Particulars	Credit rating	**As at March 31, 2025**	As at March 31, 2024
Cash and cash equivalents	A: Low credit risk	821.25	471.74
Bank balances other than cash and cash equivalents	A: Low credit risk	248.42	748.30
Loans	A: Low credit risk	25.67	34.18
Other financial assets	A: Low credit risk	750.83	256.96
Trade receivables	B: Medium credit risk	725.57	574.19
Trade receivables	C: High credit risk	50.56	42.55
Other financial assets	C: High credit risk	6.79	7.10

Cash and cash equivalents and bank deposits: Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables: Credit risk related to trade receivables are mitigated by taking bank guarantees/letter of credit, from customers where credit risk is high. The Group closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby limiting the credit risk to pre-calculated amounts. The Group assesses increase in credit risk on an ongoing basis for amounts receivable that become past due and default is considered to have occurred when amounts receivable become two year past due.

Other financial assets measured at amortized cost includes security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.

A.2 Expected credit losses for financial assets other than trade receivables

The Group provides for expected credit losses on loans and advances other than trade receivables by assessing individual financial instruments for expectation of any credit losses. Since the Group deals with only high-rated banks and financial institutions, credit risk in respect of cash and cash equivalents, other bank balances and bank deposits is evaluated as very low. In respect of loans, comprising of security deposits, credit risk is considered low because the Group is in possession of the underlying asset. However, in respect of loans comprising loans to related parties, credit risk is evaluated on the basis of credit worthiness of those parties and loss allowance is measured as lifetime expected credit losses. In respect of other financial assets, credit risk is evaluated based on Group's knowledge of the credit worthiness of those parties and loss allowance is measured as lifetime expected credit losses. In respect of other financial assets, credit risk is evaluated based on Group's knowledge of the credit worthiness of those parties and loss allowance is measured as lifetime expected credit losses. The Group does not have any expected loss based impairment recognised (except in case of loans to related parties) on such assets considering their low credit risk nature, though incurred loss provisions are disclosed under each sub-category of such financial assets.

As at March 31, 2025 (₹ in million)

Particulars	Estimated gross carrying amount	Expected probability of default	Expected credit losses	Carrying amount net of impairment
Cash and cash equivalents	821.25	-	-	821.25
Bank balances other than cash and cash equivalents	248.42	-	-	248.42
Loans	25.67	-	-	25.67
Other financial assets	757.62	0.90%	6.79	750.83

As at March 31, 2024 (₹ in million)

Particulars	Estimated gross carrying amount	Expected probability of default	Expected credit losses	Carrying amount net of impairment
Cash and cash equivalents	471.74	-	-	471.74
Bank balances other than cash and cash equivalents	748.30	-	-	748.30
Loans	34.18	-	-	34.18
Other financial assets	264.06	2.69%	7.10	256.96

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

Reconciliation of loss allowance (₹ in million)

Particulars	Amount
Loss allowance as on April 01, 2023	1.25
Expected loss recognised/(reversed) during the year	5.85
Loss allowance as on March 31, 2024	7.10
Expected loss recognised/(reversed) during the year	(0.31)
Loss allowance as on March 31, 2025	6.79

A.3 Expected credit loss for trade receivables under simplified approach

The Group recognizes lifetime expected credit losses on trade receivables using a simplified approach, wherein the Group has defined percentage of provision by analysing historical trend of default relevant to each category of customer based on the criteria defined above and such provision percentage determined have been considered to recognise life time expected credit losses on trade receivables (other than those where default criteria are met). Further, the Group has other trade receivables for ₹30.51 million (March 31, 2024: ₹81.75 million) from one party and ₹510.09 million (March 31, 2024: ₹373.98 million) against which it is carrying unsecured payables for corresponding amount for those default criteria are not met are not included in the below table.

As at March 31, 2025 (₹ in million)

Particulars	Not Due	Post due days						Total
		0-30 days	31-90 days	91-182 days	183-365 days	366-730 days	More than 730 days	
Gross carrying amount	117.18	35.90	32.38	5.75	6.04	3.23	35.05	235.53
Expected loss rate	1.38%	0.22%	18.37%	43.64%	59.11%	55.17%	100.00%	21.46%
Expected credit loss	1.62	0.08	5.95	2.51	3.57	1.78	35.05	50.56
Carrying amount (net of impairment)	115.56	35.82	26.43	3.24	2.47	1.45	-	184.97

As at March 31, 2024 (₹ in million)

Particulars	Not Due	Post due days						Total
		0-30 days	31-90 days	91-182 days	183-365 days	366-730 days	More than 730 days	
Gross carrying amount	80.81	15.16	15.72	3.05	8.53	3.18	34.56	161.01
Expected loss rate	1.81%	1.61%	7.45%	4.94%	34.25%	64.11%	100.00%	26.43%
Expected credit loss	1.46	0.24	1.17	0.15	2.92	2.04	34.56	42.55
Carrying amount (net of impairment)	79.35	14.92	14.55	2.90	5.61	1.14	-	118.46

Changes in allowance for trade receivables (₹ in million)

Particulars	Amount
As at March 31, 2023	40.94
Movement during the year	1.61
As at March 31, 2024	42.55
Movement during the year	8.01
As at March 31, 2025	50.56

B. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due. The Group manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as cash outflows due in day-to-day business. Long-term liquidity needs for a 180-day and a 360-day lookout period are identified monthly.

Management monitors rolling forecasts of the liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates.

B.1 Contractual Maturities of financial liabilities

The tables below analyse the Group's financial liabilities based on their contractual maturities. The amounts disclosed in the table are the contractual undiscounted cash flows.

As at March 31, 2025 (₹ in million)

Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Borrowings including interest thereon	19.50	13.50	160.13	-	193.13
(ii) Trade payables	2,257.56	-	-	-	2,257.56
(iii) Other financial liabilities	76.11	-	-	-	76.11
Total	2,353.17	13.50	160.13	-	2,526.80

As at March 31, 2024 (₹ in million)

Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Borrowings including interest thereon	13.50	13.50	13.50	324.60	365.10
(ii) Trade payables	1,455.62	-	-	-	1,455.62
(iii) Other financial liabilities	84.64	-	-	-	84.64
Total	1,553.76	13.50	13.50	324.60	1,905.36

C. Market risk

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's non-current and current debt obligations financed with fixed interest rates. The Group always try to ensure minimum cash outflows. The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility (the loans are repaid in the current year). Accordingly, the Group is not exposed to fluctuation in interest rate risk on borrowings.

(ii) Foreign currency risk

The Group is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the United States Dollar (USD), EURO, Swiss Franc (CHF), Pound Sterling (GBP), Russian Rouble (RUB), Singapore Dollar (SGD) and Swedish Krona (SEK). Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Group. The Group does not use any derivative instruments to manage its exposure. Also, the Group does not use forward contracts and swaps for speculative purposes.

This space has intentionally been left blank.

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

(a) Foreign currency denominated financial assets and liabilities, translated at the closing rate: (in Million)

Particulars in Foreign currency		**As at March 31, 2025**			As at March 31, 2024		
		Amount in foreign currency	Closing rate*	Amount in reporting currency (₹ in million)	Amount in foreign currency	Closing rate*	Amount in reporting currency (₹ in million)
I.	Financial assets:						
	Balance with banks						
	USD	803,098	85.47	68.64	87,324	83.40	7.28
	Euro	3,730,851	92.41	344.77	3,893,932	89.91	350.11
	CHF	-	-	-	1,953	92.38	0.18
	RUB	1,071,204	1.03	1.10	185,829	0.90	0.17
	Accrued receivable						
	USD	884,437	85.47	75.59	579,850	83.40	48.36
	Trade receivable						
	Euro	2,174,208	92.41	200.92	2,176,421	89.91	195.68
	CHF	92,484	96.45	8.92			
	USD	5,179,270	85.47	442.67	3,176,739	83.40	264.94
II.	Financial liabilities:						
	Foreign trade payable						
	USD	(13,467,621)	85.48	(1,151.21)	7,980,881	83.41	665.70
	Euro	(473,493)	92.42	(43.76)	146,200	90.00	13.16
	GBP	(162)	110.34	(0.02)	1,774	105.31	0.19
	CHF	(65,850)	96.56	(6.36)	61,888	92.45	5.72
	SGD	(1,976)	63.60	(0.13)	-	-	-
	RUB	(2,642,899)	1.03	(2.72)	-	-	-
	SEK	(16,820)	8.51	(0.14)	16,820	7.80	0.13
III	Net exposure						
	USD	(6,600,813)		(564.31)	(4,136,968)		(345.11)
	Euro	5,431,566		501.93	5,924,153		532.64
	GBP	(162)		(0.02)	(1,774)		(0.19)
	CHF	26,635		2.56	(59,935)		(5.54)
	RUB	(1,571,695)		(1.62)	185,829		0.17
	SGD	(1,976)		(0.13)	-		-
	SEK	(16,820)		(0.14)	(16,820)		(0.13)

* Closing exchange rate has been rounded off to two decimal places.

(b) Sensitivity analysis of change in rates of material foreign currencies on profit / (loss) after tax and equity

(₹ in million)

Particulars	+/(-) in basis points	Impact on Profit / (loss) for the year ended	
		March 31, 2025	March 31, 2024
USD	+200	(8.43)	(5.17)
	-200	8.43	5.17
Euro	+500	5.53	19.93
	-500	(5.53)	(19.93)
CHF	+200	(0.01)	(0.08)
	-200	0.01	0.08

This space has intentionally been left blank.

48. Group information

Information about subsidiary / entity consolidated

Name of entity	Country of Incorporation	Proportion (%) of equity interest	
		As at March 31, 2025	As at March 31, 2024
Subsidiaries of Panacea Biotec Limited			
Meyten Realtech Private Limited	India	100.00%	100.00%
Panacea Biotec Pharma Limited	India	100.00%	100.00%
Panacea Biotec (International) SA[#]	Switzerland	100.00%	100.00%
Panacea Biotec Inc.[##]	USA	100.00%	-
PanEra Biotec Private Limited[*]	India	50.00%	50.00%
Adveta Power Private Limited[*]	India	75.00%	75.00%

[#] excluding names for step down subsidiary, since consolidated financial information of this entity is used for preparing these Consolidated Financial Statements.

[##] Wholly owned subsidiary of Panacea Biotec Pharma Limited incorporated on April 9, 2024.

* Considered as subsidiaries for the purpose of consolidation as per Ind AS 110.

49. Additional information of the enterprises consolidated as subsidiaries / entities consolidated, as required under Schedule III of the Companies Act, 2013:

March 31, 2025 (₹ in million)

S. No.	Name of entity	Net assets (assets minus liabilities)		Share in profit / (loss)		Share in other comprehensive income		Share in total comprehensive income	
	Parent	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
	Panacea Biotec Limited	61.68%	5,123.50	41.92%	(36.55)	261.53%	29.03	9.88%	(7.52)
	Subsidiary								
1	Meyten Realtech Pvt. Ltd.	3.92%	300.48	21.02%	(18.33)	0.00%	-	24.09%	(18.33)
2	Panacea Biotec Pharma Limited	30.07%	2,497.29	70.27%	(61.27)	-12.43%	(1.38)	82.34%	(62.65)
3	Panacea Biotec (International) SA[#]	4.07%	338.35	-16.14%	14.07	-149.10%	(16.55)	3.26%	(2.48)
4	Panacea Biotec Inc.[##]	0.81%	67.35	-20.53%	17.90	0.00	-	-23.52%	17.90
5	PanEra Biotec Private Limited[*]	-0.22%	(18.42)	3.49%	(3.04)	0.00%	-	4.00%	(3.04)
6	Adveta Power Private Limited[*]	-0.03%	(2.39)	-0.03%	0.03	0.00%	-	-0.04%	0.03
	Total	100.00%	8,306.16	100.00%	(87.19)	100.00%	11.10	100.00%	(76.09)

[#] excluding names for step down subsidiary, since consolidated financial information of this entity is used for preparing these Consolidated Financial Statements.

[##] Wholly owned subsidiary of Panacea Biotec Pharma Limited incorporated on April 9, 2024.

* Considered as subsidiaries for the purpose of consolidation as per Ind AS 110.

March 31, 2024 (₹ in million)

S. No.	Name of entity	Net assets (assets minus liabilities)		Share in profit / (loss)		Share in other comprehensive income		Share in total comprehensive income	
	Parent	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
	Panacea Biotec Limited	50.23%	4,467.89	258.61%	119.12	668.63%	5.46	256.12%	124.58
	Subsidiary[#]								
1	Meyten Realtech Pvt. Ltd.	3.09%	276.79	0.88%	(4.41)	0.00%	-	0.89%	(4.41)
2	Panacea Biotec Pharma Limited	42.73%	3,300.82	-150.47%	(132.26)	213.24%	(2.77)	-152.68%	(135.03)
3	Panacea Biotec (International) SA	4.28%	356.82	-15.97%	3.18	-781.86%	(6.53)	-11.31%	(3.35)
4	PanEra Biotec Private Limited[*]	-0.30%	(17.72)	-1.76%	(0.64)	0.00%	-	-1.77%	(0.64)
5	Adveta Power Private Limited[*]	-0.03%	(2.35)	8.71%	(0.04)	0.00%	-	8.76%	(0.04)
	Total	100.00%	8,382.25	100.00%	(15.05)	100.00%	(3.84)	100.00%	(18.89)

[#] excluding names for step down subsidiaries, since consolidated financial information of these entities is used for preparing these Consolidated Financial Statements.

* Considered as subsidiary for the purpose of consolidation as per Ind AS 110.

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

50. Capital management policies

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern as well as to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Group monitors capital on the basis of the carrying amount of equity plus its subordinated loan, less cash and cash equivalents as presented on the face of the statement of financial position recognised in other comprehensive income.

The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. The amounts managed as capital by the Group are summarised as follows:

(₹ in million)

Particulars	**As at March 31, 2025**	As at March 31, 2024
Non-current borrowings	222.06	209.94
Interest accrued - non current	6.06	82.72
	228.12	292.66
Less: Cash and cash equivalents	(821.25)	(471.74)
Net debt	(593.16)	(179.08)
Total equity	8,306.16	8,382.25
Net debt to equity ratio	-7.14%	-2.14%

51. Reconciliation of liabilities arising out of financing activities

The changes in the Group's liabilities arising from financing activities are classified as follows:

(₹ in million)

Particulars	Long term borrowings*	Short term borrowings	Total
As at April 1, 2024	209.94	-	209.94
Cash changes:			
- Repayments	-	-	-
Other non-cash changes			
- Interest on financial liability component of compound financial instruments	12.12	-	12.12
As at March 31, 2025	222.06	-	222.06

*including current maturities of long term borrowings

(₹ in million)

Particulars	Long term borrowings*	Short term borrowings	Total
As at April 1, 2023	202.19	-	202.19
Cash changes:			
- Repayment	(2.36)	-	(2.36)
Other non-cash changes			
- Interest on financial liability component of compound financial instruments	10.11	-	10.11
As at March 31, 2024	209.94	-	209.94

*including current maturities of long term borrowings

52. Interests in other entities

(a) Subsidiaries

The Group's subsidiaries at year end are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

Name of entity#	Place of business/ country of incorporation	Ownership interest held by the Group		Ownership interest held by non-controlling interest		Principal activities
		As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024	
		%	%	%	%	
Meyten Realtech Private Limited	India	100	100	-	-	Real estate
Panacea Biotec Pharma Limited	India	100	100	-	-	Pharmaceuticals
Panacea Biotec (International) SA	Switzerland	100	100	-	-	Pharmaceuticals
Panacea Biotec Germany GmbH	Germany	100	100			Pharmaceuticals
Panacea Biotec Inc.	USA	100	-	-	-	Pharmaceuticals
PanEra Biotec Private Limited*	India	50	50	50	50	NA
Adveta Power Private Limited*	India	75	75	25	25	NA

* Considered as subsidiary for the purpose of consolidation as per Ind AS 110.

(b) Non-controlling interests (NCI)

Set out below is summarised financial information (before inter-company eliminations) for each subsidiary that has non-controlling interests that are material to the Group.

(₹ in million)

Summarised balance sheet	PanEra Biotec Private Limited		Adveta Power Private Limited	
	As at March 31, 2025	As at March 31, 2024	**As at March 31, 2025**	As at March 31, 2024
Current assets	32.31	33.03	0.17	0.23
Current liabilities	26.72	26.52	28.93	28.83
Net current assets (A)	5.59	6.51	(28.76)	(28.60)
Non-current assets	2.18	2.15	-	-
Non-current liabilities	76.15	70.16	0.59	0.55
Net non-current assets (B)	(73.97)	(68.01)	(0.59)	(0.55)
Net assets (A+B)	(68.38)	(61.50)	(29.35)	(29.15)
Accumulated Non-controlling interests	(34.19)	(30.75)	(7.34)	(7.29)

(₹ in million)

Summarised statement of profit and loss	PanEra Biotec Private Limited		Adveta Power Private Limited	
	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from operations	-	-	-	-
Profit/(Loss) of the year	(6.88)	(6.54)	(0.21)	(0.19)
Other comprehensive income	-	-	-	-
Total comprehensive income/(losses)	(6.88)	(6.54)	(0.21)	(0.19)
Profit/(Loss) allocated to Non-controlling interests	(3.44)	(3.27)	(0.05)	(0.05)
Dividend paid to Non-controlling interests	-	-	-	-

(₹ in million)

Summarised cash flows	PanEra Biotec Private Limited		Adveta Power Private Limited	
	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flows from operating activities	(0.44)	(7.89)	(0.06)	(0.24)
Cash flows from investing activities	-	-	-	-
Cash flows from financing activities	(0.33)	8.22	(0.00)	0.29
Net increase / (decrease) in cash and cash equivalents	(0.77)	0.33	(0.06)	0.05

(c) There are no transactions with non-controlling interests.

53. The Board of Directors of the Holding Company and Panacea Biotec Pharma Limited ("PBPL") had in their respective meetings held on February 01, 2022, approved sale of PBPL's pharmaceutical formulations brands in India and Nepal including related trademarks, copyrights etc., including identified employees to Mankind Pharma Limited (the "Buyer") for a consideration of ₹18,720.00 million plus applicable taxes. The said transaction was approved by the shareholders of PBPL and the Holding Company in their respective meetings held on February 23, 2022 and February 26, 2022 respectively. Subsequently, the Holding Company and PBPL signed the definitive agreements including the asset purchase agreement with the Buyer on February 28, 2022. Out of the total consideration, PBPL has recognised revenue of ₹359.94 million (March 31, 2024: ₹360.34 million) which is shown as an "Exceptional Item" in the Statement of Profit and Loss of PBPL and Consolidated Statement of Profit and Loss of the Group. The remaining consideration of ₹210.05 million (March 31, 2024: ₹570.99 million) would be recognised as revenue in subsequent years and is shown as Contract Liability in the financial statements of PBPL and consolidated financial statements of the Group.

54. For the financial year ended March 31, 2025, the Group incurred loss before tax of ₹79.48 million (year ended March 31, 2024: profit of ₹14.77 million). The Group has already taken various measures aimed at improving the financial condition of the Group, inter-alia, sale of pharmaceutical formulations brands, as explained in note 53 above, which enabled the Group to repay its outstanding dues of Non-Convertible Debenture (NCDs) and retain sufficient surplus to fund its existing projects and operations and also help the Group to enter new markets, expediting development of new products and expanding capacities for production of drug substance. The surplus funds with the Group has also strengthened the working capital position and scaling up its pharmaceutical formulations business in international markets including United States of America, European Union and Rest of the World etc. and to pursue other business opportunities. The Holding Company has already received higher long-term awards from United Nations Children's Fund (UNICEF) and Pan American Health Organisation (PAHO) for supply of pentavalent vaccine to these institutions and awards from UNICEF for supply of bivalent oral polio vaccine. Based on these measures and continuous efforts to improve the business performance, the management has prepared the consolidated financial statements of the Group on going concern basis.

Notes to the Consolidated Financial Statements for the year ended March 31, 2025

55. (a) In view of the Holding Company’s decision to make the structure of overseas subsidiaries more efficient and aligned to business objectives and to save management and administrative expenses thereof, the Holding Company has decided to wind up Panacea Biotec (International) SA (“PBS”) in due course. Accordingly, the Company has created ‘Provision for impairment on its investment in PBS. Owing to accumulated losses in PBS and its wholly-owned subsidiary, Panacea Biotec Germany GmbH (PBGG), the Holding Company has continued to maintain the provision for bad and doubtful advances in respect of the loans receivable and accrued interest from PBS and PBGG also amounting to ₹139.00 million and ₹458.90 million, respectively, as on March 31, 2025 (March 31, 2024: ₹123.48 million and ₹407.67 million, respectively).

(b) The Holding Company has applied with the authorized dealer to seek permission from Reserve Bank of India for writing off an amount of ₹585.16 million which was receivable from the Holding Company's wholly owned subsidiary Rees Investments Ltd., which was compulsory liquidated and dissolved by the authorities of Guernsey on May 23, 2019. Pending such approval, the Holding Company is continuing to maintain the provision for bad and doubtful advances of ₹585.16 million (March 31, 2024: ₹585.16 million) in respect of the loan and accrued interest receivable from Rees.

56. The Board of Directors of the Holding Company and PBPL, Associate (PanEra Biotec Pvt. Ltd ("PanEra")) and Joint Venture (Adveta Power Pvt. Ltd. ("Adveta")) approved the merger of PanEra and Adveta with PBPL in their meeting held on May 18, 2022 in case of Holding Company and PBPL and May 16, 2022 in case of PanEra and Adveta. The approval of Shareholders, NCLT and other requisite concerned authorities of respective Companies is yet to be taken.

57. Under the collaboration with the Human Vaccine Limited Liability Company, Russia (“HV”), an indirect wholly-owned subsidiary of Joint Stock Company “Management Company of Russian Direct Investment Fund” for manufacture of Covid-19 vaccine using the technology to be provided by HV, the Holding Company had received from HV an advance amount of US$ 7.00 million in november 2020, out of which ~US$ 6.58 million was used to meet the expenses relating to Sputnik-V and Sputnik Light vaccine project. The Holding Company believes that due to the failure on the part of HV to demonstrate & transfer the technology and certain other reasons beyond the Holding Company’s control, the complex process of technology transfer and manufacture of Sputnik-V vaccine could not be completed successfully and the Technology Transfer Agreement dated October 22, 2020 entered into between HV and the Holding Company (“TTA”) for manufacturing of Covid-19 vaccine, stood frustrated and accordingly both the parties stood automatically discharged from their obligations by operation of law. The Holding Company has already incurred huge expenses on the said project and is thus entitled to adjust the same against the advance received from HV. The Holding Company has already conveyed its position to HV and has offered to refund the balance amount of US$ 0.42 million and provided relevant details / documents pertaining to the said expenses. On July 1, 2024, the Holding Company received a copy of Request for Arbitration filed by HV with London Court of International Arbitration (“LCIA”) for initiating arbitration alleging that the Holding Company has been in alleged breach of its obligations under the TTA, and is thus liable to refund the advance payment of US$ 7.00 million plus interest thereon as may be awarded over the course of arbitration. Both parties have now appointed the sole arbitrator in this matter. On March 31, 2025, the Arbitrator issued draft Procedural Order (PO) and Procedural Timetables (PT) which is under finalization. Based on the Holding Company’s assessment, duly supported by legal advice, the Holding Company believes that it will not be liable to pay back the amount adjusted towards wasted expenses and costs under dispute with HV and the outcome of this arbitration proceeding is not reasonably expected to have any material financial impact on the Holding Company. The Holding Company is taking requisite steps to safeguard its interest and is in the process of filing its response to the said notice. The Holding Company has received legal advice from its counsel and believes that it will not be liable to pay back the amount adjusted towards expenses under dispute with HV.

58. In August 2021, the Holding Company had entered into a Licensing and Manufacture Agreement with HV, Generium JSC and Dr. Reddy's Laboratories Limited ("DRL"). As per the terms of the agreement, the Holding Company was to undertake fill-and-finish activities of Sputnik-V vaccine using the ready-to-fill drug substance supplied by Generium and supply the Sputnik-V vaccine so produced to DRL. Pursuant to the said agreement, the Holding Company received drug substance from Generium and produced ~1.96 million doses of Sputnik-V vaccine out of which DRL purchased ~0.86 million doses only and refused to purchase and pay for the remaining ~1.10 million doses. Because of breach of their respective obligations by DRL and Generium, the pending payment of ~US$ 7.41 million for the drug substance received from Generium could not be made. After several rounds of discussion among the parties to settle the dispute amicably, Generium has filed notice of arbitration with Singapore International Arbitration Centre (SIAC) for arbitration of dispute with respect to the said pending payment and interest thereon totalling ~US$ 8.90 million. The Holding Company has also initiated a parallel arbitration proceeding regarding its claims against DRL, Generium and Human Vaccine and filed notice of arbitration with SIAC during the financial year. At the Holding Company's request, SIAC has clubbed both the arbitration proceedings together. The parties have appointed sole arbitrator. All the parties involved in the Arbitration have filed claims and counter claims against each other. The witness statements and cross examination have been completed and further arbitration proceedings, including filing of closing submissions etc. is in progress. The Holding Company has obtained legal opinion from its legal counsel who, considering the current stage of the proceedings, have opined that (a) the Holding Company has a reasonable defence against the claims brought by Generium, DRL and HV; and (b) the possibility of any such claim falling to the Holding Company may be classified as low at this stage.

59. Additional regulatory information required by Schedule III under Companies Act 2013:

(i) The Group entities do not have any Benami Property, where any proceeding has been initiated or pending against them for holding any Benami property.

(ii) The Group entities do not have any transactions with struck off companies.

(iii) The Group entities do not have any charges or satisfaction of charge which is yet to be registered with Registrar of Companies beyond the statutory period.

(iv) The Group entities have not traded or invested in Crypto Currency or Virtual Currency during the financial year.

(v) The Group entities have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) The Group entities have not received any fund from any other person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that they shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party; or
- provide any guarantee, security or the like to or on behalf of the Funding Party.

(vii) The Group entities have not entered into any transaction which is not recorded into the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(viii) The Group entities have not been declared as wilful defaulter by any bank or financial institution or other lender.

(ix) The Group entities have complied with the number of layers prescribed under Section 2 (87) of the Act read with the Companies (Restriction on Number of Layers) Rules, 2017.

(x) No scheme of arrangements has been approved by the Competent Authority in term of sections 230 to 237 of the Companies Act, 2013, during the year.

(xi) The Group entities do not have any borrowings from banks or financial institutions against security of their current assets.

(xii) The title deeds of the immovable properties owned by the Group entities are held in the name of respective Group entities.

60. The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Management of each company in the Group has implemented the audit trail (edit logs) at the application level in accounting software and the same was operated throughout the year. However, the audit trail (edit logs) has not been implemented at the database level for the accounting software. The Group is evaluating the implementation of audit trail feature for recording of edit logs at database level for the accounting software used for maintenance of books of accounts. Further, the audit trail, to the extent maintained in the prior year, has been preserved by the Group as per the statutory requirement for record retention.

61. 0.00 under "₹ in million" represents amount less than ₹50,000 and 0.00 under units represents units less than 50,000. Further, the figures shown in the tables may not exactly add up due to rounding off. Previous year figures have been regrouped, reclassified wherever considered necessary. The impact of such reclassification/regrouping is not material to the financial statements.

62. There are no other subsequent events that occurred after reporting date.

The above notes form an integral part of the consolidated financial statements.

As per our report of even date

For Suresh Surana & Associates LLP
Chartered Accountants
Firm Registration No. 121750W/W100010
Sd/-
Kapil Kedar
Partner
Membership No. 094902

Place : New Delhi
Date : May 30, 2025

For and on behalf of Board of Directors of Panacea Biotec Limited

Sd/-
Dr. Rajesh Jain
Chairman and Managing Director
(DIN 00013053)

Sd/-
Sandeep Jain
Joint Managing Director
(DIN 00012973)

Sd/-
Vinod Goel
Group CFO and Head Legal
& Company Secretary

Sd/-
Devender Gupta
Chief Financial Officer &
Head Information Technology

NOTES

Panacea Biotec

Innovation in support of life

Panacea Biotec Limited

CIN: L33117PB1984PLC022350

B-1 Extn./ A-27, Mohan Co-operative Indl. Estate, Mathura Road, New Delhi - 110 044, INDIA

Tel.: +91-11-4167 9000, 4157 8000. Email: corporate@panaceabiotec.com

www.panaceabiotec.com