

Anthem Biosciences Limited

(Formerly known as Anthem Biosciences Pvt. Ltd.)

49, F1 & F2, Canara Bank Road,
Bommasandra Industrial Area, Phase - I
Bommasandra, Bengaluru - 560 099
Karnataka, India

CIN : U24233KA2006PLC039703
Tel : +91 80 6672 4000
Fax : +91 80 6672 4020
www.anthembio.com

Date: August 13, 2025

To,
BSE Limited,
20th Floor, P.J. Towers,
Dalal Street,
Mumbai - 400001.
BSE Scrip Code: 544449

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051
NSE Scrip Symbol: ANTHEM

Subject: Notice of Postal Ballot dated August 13, 2025

Dear Sir/Ma'am

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we hereby enclose the copy of Postal Ballot notice dated August 13, 2025, along with the explanatory statement for seeking approval of Members through electronic voting (remote e-voting) in relation to following special business:

Sl No.	Particulars	Type of Resolution
1	Ratification of Anthem Employee Stock Option Plan 2024	Special Resolution
2	Ratification of the extension of the benefits of Anthem Employee Stock Option Plan 2024 to the employees of subsidiary Company(ies) of the Company	Special Resolution
3	To approve the Remuneration proposed to be paid to the related parties	Ordinary Resolution

Notice is being sent through electronic mode, to those members whose names are recorded in the Register of Members/Beneficial Owners maintained by the Depositories and whose email Id's are registered with the Depositories or the RTA of the Company on the cut-off date i.e. August 08, 2025.

The Company has engaged NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically for this Postal Ballot.

Details of Postal Ballot E-Voting:

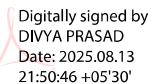
Particulars	Details
Cut-off date to determine eligible Members to vote on the resolutions	Friday, August 08, 2025
Voting start time and date	Thursday, August 14, 2025 at 9:00 A.M.
Voting end time and date	Friday, September 12, 2025 at 5:00 P.M.
Date of declaration of Voting results	On or before, Monday, September 15, 2025
Name of Scrutinizer	CS Pramod SM or failing him, CS Biswajit Ghosh, partners of M/s. BMP & Co. LLP, Practicing Company Secretaries

The same is also available on the Company's website at <https://www.anthembio.com/investor.html>.

We request you to kindly take the same on record.

Thanking you,

Yours truly,
 For Anthem Biosciences Limited
(Formerly known as Anthem Biosciences Private Limited)

DIVYA
PRASAD 

Digitally signed by
 DIVYA PRASAD
 Date: 2025.08.13
 21:50:46 +05'30'

Divya Prasad
Company Secretary & Compliance Officer
Membership No: A41438

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September 2023 and General Circular No. 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”), read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”) that the resolutions appended below are proposed to be passed by the Members of Anthem Biosciences Limited (Formerly known as Anthem Biosciences Private Limited) (“the Company”), by way of Postal Ballot, only through remote e-voting process i.e. voting through electronic means.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, a physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members and no physical ballot forms will be accepted. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the ‘Notes’ section to this Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, setting out the material facts concerning the said resolutions and the reasons thereof are annexed hereto for your consideration.

The Board of Directors of the Company has appointed Mr. Pramod S M (FCS: 7834 COP No: 13784) or failing him CS Biswajit Ghosh (FCS: 8750 COP No : 8239) Partners of M/s. BMP & Co. LLP, a Practicing Company Secretary firm, as the Scrutinizer, for conducting the Postal Ballot remote e-voting process in a fair and transparent manner.

The Company has engaged the services of National Securities Depository Limited (“NSDL”), for the purpose of providing remote e-voting facility to all its members. Members are required to communicate their assent (FOR) or dissent (AGAINST) through remote e-voting system only. You are requested to carefully read all the instructions given in the Notes to this Notice. The remote e-voting period commences from Thursday, August 14, 2025 from 9.00 a.m. (IST) and ends on Friday, September 12, 2025 at 5.00 p.m. (IST). Remote e-Voting will be disabled by NSDL immediately after the end time and will not be allowed beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairperson of the Company, or any other person authorised by the Chairman. The results of the Postal Ballot shall be announced on or before Monday, September 15, 2025. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The said results along with the Scrutinizer's Report shall be placed on the Company's website <https://anthembio.com> and on the website of the NSDL at <https://www.evoting.nsdl.com>. The resolution, if approved, shall be deemed to have been passed on the last date of remote e-voting i.e. on Friday, September 12, 2025.

SPECIAL BUSINESS:

1. RATIFICATION OF ANTHEM EMPLOYEE STOCK OPTION PLAN 2024

To pass the following resolution, if deemed fit, as a Special Resolution

"RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 ("Act"), Rule 12 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), the applicable provisions of the Foreign Exchange Management Act, 1999, if any, the Securities and Exchange Board of India ("SEBI"), the BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed and such other laws, rules, regulations, notifications and circulars (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable ("Applicable Laws"), the relevant provisions of the Memorandum of Association and Articles of Association of Anthem Biosciences Limited ("formerly known as Anthem Biosciences Private Limited") ("Company") and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, the Anthem Employee Stock Option Plan 2024 ("ESOP 2024" or "Plan") as amended and approved by the Members of the Company on June 10, 2025, prior to the listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited, to the Eligible employees of Company be and is hereby ratified within the meaning of the SEBI (SBEB & SE) Regulations, as detailed in the explanatory statement annexed hereto, along with the consent accorded to the Board of Directors of the Company ("Board" which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, in line with the SEBI (SBEB & SE) Regulations), being authorised to create, offer, grant, issue, reissue and allot employee stock options ("ESOPs") Equity shares on exercise of options, issue fresh options, reissue options that may have lapsed / cancelled / surrendered already approved at any time to or for the benefit of the eligible employees under the ESOP 2024, and to grant the ESOPs to the eligible employees on such terms and conditions as provided in the ESOP 2024 and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

RESOLVED FURTHER THAT the consent be and is hereby accorded to the Board to create, offer, grant, issue, reissue and allot not exceeding 11,409,700 (One Crore Fourteen Lakhs Nine Thousand and Seven Hundred) ESOPs, under ESOP 2024 exercisable into 11,409,700 (One Crore Fourteen Lakhs Nine Thousand and Seven Hundred) equity shares of face value of Rs. 2/- each of the Company, at such price, in one or more tranches, from time to time, to the eligible employees of the Company, whether working in India or out of India, present or future, as may be decided by the Board and permitted under the SEBI (SBEB & SE) Regulations, with each option giving a right, but not an obligation, to the Eligible Employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan, the accounting policies, SEBI (SBEB & SE) Regulations and in due compliance with the applicable laws and regulations in force.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organization, split, change in capital structure of the Company, as applicable from time to time, requisite adjustments (which may include adjustments to the number of options in ESOP 2024) shall be appropriately made, in a fair and reasonable manner in accordance with ESOP 2024.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Nomination and Remuneration Committee/ or the Board of the Company to issue and allot equity shares upon exercise of options from time to time in accordance with the ESOP 2024 and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Board to modify, change, vary, alter, amend, suspend or terminate the ESOP 2024 at any time subject to compliance with applicable laws and regulations and further subject to consent of the Members by way of a special resolution to the extent required under SEBI (SBEB & SE) Regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereto in conformity with the provisions of the Act, SEBI (SBEB & SE) Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force, in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT any Director or CFO or Company Secretary of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

2. RATIFICATION OF THE EXTENSION OF THE BENEFITS OF ANTHEM EMPLOYEE STOCK OPTION PLAN 2024 TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES) OF THE COMPANY

To pass the following resolution, if deem fit, as a Special Resolution

“**RESOLVED THAT** pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (“Act”), Rule 12 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”), the applicable provisions of the Foreign Exchange Management Act, 1999, if any, the Securities and Exchange Board of India (“SEBI”), the BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) where the equity shares of the Company are listed and such other laws, rules, regulations, notifications and circulars (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable (“Applicable Laws”), the relevant provisions of the Memorandum of Association and Articles of Association of Anthem Biosciences Limited (“formerly known as Anthem Biosciences Private Limited”) (“Company”) and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, the Anthem Employee Stock Option Plan 2024 (“ESOP 2024” or “Plan”) as amended and approved by the Members of the Company on June 10, 2025, prior to the listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited, to the Eligible employees of subsidiary companies in or outside India (as defined in the Act) or of group companies (as defined in the SEBI (SBEB&SE) Regulations) be and is hereby ratified within the meaning of the SEBI (SBEB & SE) Regulations, as detailed in the explanatory statement annexed hereto, along with the consent accorded to the Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, in line with the SEBI (SBEB & SE) Regulations), being authorised to create, offer, grant, issue, reissue and allot employee stock options (“ESOPs”) Equity shares on exercise of options, issue fresh options, reissue options that may have lapsed / cancelled / surrendered already approved at any time to or for the benefit of the eligible employees of Subsidiary(ies) of the Company within or outside India, under the ESOP 2024, and to grant the ESOPs to the eligible employees on such terms and conditions as provided in the ESOP 2024 and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organization, split, change in capital structure of the Company, as applicable from time to time, requisite adjustments (which may include adjustments to the number of options in ESOP 2024) shall be appropriately made, in a fair and reasonable manner in accordance with ESOP 2024.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Nomination and Remuneration Committee/ or the Board of the Company to issue and allot equity shares upon exercise of options from time to time in accordance with the ESOP 2024 and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT any Director or CFO or Company Secretary of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

3. TO APPROVE THE REMUNERATION PROPOSED TO BE PAID TO THE RELATED PARTIES

To Pass the following resolution, if deem fit, as Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of 188(1)(f) of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014, and other applicable provisions (including any amendments or statutory modifications thereto) and on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee and the Board of Directors, the consent of the shareholders are hereby accorded to the proposed remuneration to the below mentioned employees of the Company for the FY 2025 – 2026 who are the relatives of the directors, as per the details set out in the explanatory statement annexed to this notice.

<i>In Millions(INR)</i>					
Name	Designation	Remuneration Structure	Fixed Pay (₹ p.a.)	Variable Pay (₹ p.a.)	Total (₹ p.a.)
Ishaan Bhardwaj	Senior Management Personnel	Fixed + Variable Pay	9.00	3.00	12.00
Krithika G	Deputy Manager	Fixed	3.10	-	3.10

RESOLVED FURTHER THAT Ajay Bhardwaj, Chairman, Managing Director and Chief Executive Officer, Mohammed Gawir Baig, Chief Finance Officer, and Divya Prasad, Company Secretary and Compliance Officer be and are hereby severally authorised to do all such acts, deeds, matters and things as deemed necessary, proper or desirable, and to settle to give effect to the above resolutions or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interests of the Company.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or the Chief Financial Officer or Company Secretary and Compliance Officer of the Company, be forwarded to the concerned authorities for necessary action.

**By Order of the Board of Directors
For Anthem Biosciences Limited
(Formerly known as Anthem Biosciences Private Limited)**

Sd/-

**Divya Prasad
Company Secretary and Compliance Officer
M. No. A41438**

Date: August 13, 2025

Place: Bengaluru

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), setting out the material facts is annexed hereto and forms part of this Postal Ballot Notice.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on, August 08, 2025 ("cut-off date") and is being sent to all those Members whose e-mail address is registered with the Company or the Depository Participant(s).
3. All the Members of the Company as on the cut-off date (including those Members who may not have received this Postal Ballot Notice due to non-registration of the email address with the Company /Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.
4. A copy of this Postal Ballot Notice shall also be available on the Company's website at <https://anthembio.com> on the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.
5. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Kannada newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also be published on the Company's website at <https://anthembio.com>.
6. The voting rights of Members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on the cut-off date.
7. Resolutions, if approved, by the Members through Postal Ballot shall be deemed to have been passed on the last date of remote e-voting i.e. September 12, 2025.
8. All the documents referred to in this Postal Ballot Notice and Explanatory Statement shall be available for inspection through electronic mode until the last day of remote e-voting, basis the request being sent by an email to the company at compliance abl@anthembio.com
9. Voting through Electronic Means
 - I. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars in relation to e-voting facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.
 - II. The remote e-voting period commences on August 14, 2025 from 9.00 a.m. (IST) and ends on September 12, 2025 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, the same will not be allowed to change subsequently.
10. The instructions for Members for remote e-voting are as under:
 - (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

- (ii) Voting rights of the Members shall be in proportion to the shares held by them in the paid-up Equity Share capital of the Company as on Cut-off date. Only those Members whose names are recorded in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The remote e-voting period commences from 9:00 a.m. (IST) on Thursday, August 14, 2025, and ends at 5:00 p.m. (IST) on Friday, September 12, 2025. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- (iii) The details of the process and manner for remote e-voting are explained herein below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system

A) Login method for remote e-voting for Individual shareholders holding securities in dematerialized mode

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. 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

	<p>be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cDSLindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cDSLindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cDSLindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting

	option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) 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.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 1) Visit the e-voting website of NSDL. Open web browser by clicking the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 2) Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- 3) A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can login at <https://eservices.nsdl.com> with your existing IDeAS login. Once you login to NSDL eservices after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- 4) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- 5) Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you by NSDL. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - i. If your e-mail ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file.
The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or Folio Number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail IDs are not registered**.
- 6) If you are unable to retrieve or have not received the ‘initial password’ or have forgotten your password:
 - a. Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on <https://www.evoting.nsdl.com/>.
 - b. “**Physical User Reset Password?**” (If you are holding shares in physical form) option available on <https://www.evoting.nsdl.com/>.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, PAN, name and registered address.
 - d. Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
- 7) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- 8) Now, you will have to click on “Login” button.
- 9) After you click on the “Login” button, home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-voting system?

- 1) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- 2) Select “EVEN” of Company for which you wish to cast your vote during the remote e-voting period.
- 3) Now you are ready for e-voting as the voting page opens.
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify or modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- 5) Upon confirmation, the message “Vote cast successfully” will be displayed
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

- 1) Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc. with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pramod@bmpandco.com with a copy marked to evoting@nsdl.com. Institutional shareholders 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.
- 2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com/> to reset the password.
- 3) 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 <https://www.evoting.nsdl.com/>. For any grievances connected with facility for e-voting, please contact Mr. Supratim Mitra, T301, 3rd Floor, Naman Chambers, G Block, Plot No - C-32, Bandra Kurla Complex, Bandra East, Mumbai - 400051, e-mail: evoting@nsdl.com, contact at: +91 22 4886 7000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- 1) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance.abl@anthembio.com.
- 2) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance.abl@anthembio.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
- 3) Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By Order of the Board of Directors
For Anthem Biosciences Limited
(Formerly known as Anthem Biosciences Private Limited)**

Sd/-

**Divya Prasad
Company Secretary and Compliance Officer
M. No. A41438**

**Date: August 13, 2025
Place: Bengaluru**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the “Act”) the following Explanatory Statement sets out all material facts relating to the business mentioned under Items No. 1 to 3 of the accompanying Postal Ballot Notice dated August 13, 2025:

Item No. 1 & 2:

Anthem Biosciences Limited (Formerly known as Anthem Biosciences Private Limited) (“Company”) values employees who are committed to building a successful organization and in order to incentivize, induce, reward and motivate the employees to contribute effectively towards the future growth and profitability of the Company. The Board of Directors (“Board”) of the Company in their meeting(s) held on June 09, 2025, have recommended/approved, Anthem Employee Stock Option Plan (“ESOP 2024” or “Plan”) in terms of the Companies Act, 2013 (“Act”) and provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”). The same has been approved by the members by passing the special resolution at the Annual General Meeting held on June 10, 2025.

In terms of Regulation 12(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”), no company is permitted to make any fresh grants which involves allotment or transfer of shares to its employees under an employee stock option Plan formulated prior to listing of its shares unless such plan is in conformity with the SEBI (SBEB & SE) Regulations and is ratified by its members after the listing of the shares of the Company. Approval of the Members is being sought for ratification of the ESOP 2024 and the issue of employee stock options (“ESOPs”) to the eligible employees as may be determined by the Nomination and Remuneration Committee in accordance with the ESOP 2024.

The Company got listed in the National Stock Exchange (NSE) and Bombay Stock Exchange Limited (BSE) on July 21, 2025, pursuant to which the ESOP 2024 is sought to be ratified in line with SEBI (SBEB & SE) Regulations.

Accordingly, the Board of Directors vide resolution dated August 13, 2025, subject to the approval of the members, has approved the proposal for ratification of ESOP 2024.

The Nomination and Remuneration Committee shall administer the ESOP 2024 in accordance with the applicable laws.

The Company appreciates the role people play in organizational growth. It strongly feels that the value created by its people should be shared with them. To create the feeling of inclusiveness and recognizing the contribution of the employees in building up the Company and to promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize employees, the Company is intending to issue employee stock options under an employee stock option plan namely “Anthem Employee Stock Option Plan 2024 (“ESOP 2024” or “Plan”) to the employees of the Company, its Subsidiary Companies, as relevant, as determined from time to time.

The Board of Directors passed resolution at their meeting held on August 13, 2025, subject to the approval of the members, the proposal for ratification of ESOP 2024, as recommended by the Nomination and Remuneration Committee of the Company on August 12, 2025.

The particulars as required under Section 62(1)(b) of the Companies Act, 2013 and SEBI (SBEB & SE) Regulations are provided in **Annexure I**.

None of the Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives are concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company or the extent of options that have been or to be granted to them in accordance with the applicable laws. The Board thereby recommends passing the resolution as set out under Item Nos. 1 & 2 of this notice for approval of the Members as Special Resolution.

Annexure-I

Particulars	Details
a) Brief Description	<p>ESOP 2024 contemplates granting employee stock options to the eligible employees as may be determined by the Committee in due compliance of extant law and provisions of ESOP 2024. After vesting of options, the option grantee earns a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.</p> <p>The Nomination and Remuneration Committee (“Committee”) of the Company shall supervise ESOP 2024</p>
b) Total number of employee stock options to be offered and granted	<p>Subject to the limits specified in the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SBEB Regulations), the maximum number of Options that may be granted to an Eligible Employee shall not exceed (i) one percent of the issued capital of the Company at the time of grant of options during any one year;</p> <p>Number of options that may be granted to an employee under the ESOP 2024 shall not exceed 11,409,700 (One Crore Fourteen Lakhs Nine Thousand And Seven Hundred) in aggregate to all the employees under ESOP 2024.</p> <p>Prior to the IPO Listing, the Company has granted 76,24,049 (Seventy Six Lakhs Twenty Four Thousand Forty Nine) options under ESOP 2024 but not vested.</p>
c) Identification of classes of employees entitled to participate in the Employees Stock Option Scheme	<ol style="list-style-type: none"> 1. an employee as designated by the Company, who is exclusively working in India or outside India; or 2. a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or 3. an employee as defined in sub-clauses (i) or (ii), of a group including subsidiary company(ies) or its associate company(ies), in India or outside India or of a holding company of the company. <p>but excludes,</p> <ol style="list-style-type: none"> (a) an employee who is a promoter of the Company or belongs to the promoter group of the Company; or (b) a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company.
d) Appraisal Process for determining the eligibility of the employees to ESOPs	<p>Appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee in consultation with Board at its sole discretion, from time to time</p> <p>For avoidance of doubt, no eligible employee shall be entitled to ask for a grant to be made. <u>All grants shall be at the discretion of the Board / Committee.</u></p>
e) Requirements of vesting and period of vesting	<p>As per ESOP 2024, the vesting of options is subject to vesting conditions, and the framework for such vesting conditions shall be laid down in the notified schemes under ESOP 2024, and such vesting conditions may include time, individual performance and company performance, etc.</p> <p>Further, as pre-requisite for vesting, the employee must neither be serving his notice for termination of employment/ service, nor be subject to any investigation or proceedings against him in connection with the or relating to a cause or disciplinary proceedings pending against him on such date of vesting. In case of such aforesaid matters, the relevant vesting shall be kept in abeyance until disposal of the proceedings or cancelled from the date on</p>

	<p>which the Company identifies the breach. In such cases, the Board / Committee shall have the discretion to determine how the options held by the participant would be treated.</p> <p>As specified in the applicable laws, no Option shall vest before the lapse of 1 (one) year from the date of Grant of the said Option. All Options granted on any date shall vest at the end of the first anniversary from the grant, in accordance with the individual letters to be issued to the Eligible Employees and as per ESOP 2024.</p> <p>As per clause 7 of ESOP plan the vesting period shall not be less than 1 year from the grant date and shall not be more than 4 years from the grant date. The Board at its discretion on recommendation of the Committee may grant Options specifying Vesting Period ranging from minimum and maximum period as afore stated.</p>
f. Maximum period within which the options shall be vested	Options Granted as per ESOP 2024 would Vest in the manner decided by the Committee and specified in the Grant Letter, and in any event not earlier than 1 (one) year from the date of Grant of such Options and no later than a period of 4 years from the Grant Date.
g. Exercise price or the formula for arriving at the same	<p>(a) The Exercise Price per Option shall be the maximum Fair Market Value of the Share as on the date of Grant but shall not be less than the face value of the Share as on date of Grant of such Option. The specific Exercise Price shall be intimated to the Option Grantee in the Grant Letter at the time of Grant.</p> <p>(b) Payment of the Exercise Price shall be made by a crossed cheque, or a demand draft drawn in favour of the Company or in such other manner as the Board/ Committee may decide from time to time.</p>
h. Exercise period and process of exercise:	<p>The Exercise Period in respect of the Vested Option shall be as per clause 8.2 of ESOP 2024.</p> <p>Subject to terms of ESOP 2024 and Scheme(s) and Applicable Laws, a Participant/ Beneficiary can Exercise Vested Options only within the Exercise Period and by applying to the Company during the Exercise Period, by way of an Exercise Application and upon payment of the Exercise Price and Applicable taxes. The Committee shall determine the procedure for exercise of options and allotment of shares. Exercise of the vested options shall take place at the time and place designated by the Board/Committee and by executing such documents as may be required under the applicable laws or by the Board/ Committee to pass a valid title of the relevant shares to the participant/ nominee, free and clear of any liens, encumbrances and transfer restrictions save for those set out therein.</p> <p>The Options shall be deemed to have been exercised when an Employee makes an application in writing to the Company or by any other means as decided by the Board, for the issue of Shares against the Options vested in him, subject to payment of Exercise Price and compliance of other requisite conditions of Exercise.</p> <p>The Options not exercised within the respective Exercise Periods prescribed in Sub-clauses mentioned herein shall lapse and be deemed to cancelled on expiry of such Exercise Period. The Option Grantee shall have no right or recourse over such lapsed/ cancelled Options.</p>
i. Lock-in period, if any	<p>Clause 12 of the ESOP 2024 allowed the employees to voluntarily offer the equity shares allotted pursuant to the exercise of the vested options prior to the listing of equity shares, for the lock-in.</p> <p>As the equity shares of the Company got listed on the NSE and BSE on July 21, 2025 this clause was redundant from that effect.</p> <p>The Shares arising out of Exercise of Vested Options would not be subject to any lock-in period after such Exercise except such restrictions as prescribed under the Applicable Laws.</p>
j. Maximum number of options to be granted per employee and in aggregate	<p>Subject to the limits specified in the SEBI SBEB Regulations, the maximum number of Options that may be granted to an Eligible Employee shall not exceed one percent. of the issued capital of the Company at the time of grant of options during any one year.</p> <p>The Nomination and Remuneration Committee may decide maximum number of options that may be granted to any Employee in any year and in aggregate or offered under the ESOP 2024 shall not exceed 57,00,000 (Fifty-Seven Lakh) Options at the time of grant of</p>

	Option under the Plan (subject to adjustments as may be required due to any corporate action or change in capital structure of the Company).
k. Maximum quantum of benefits to be provided per Employee under the Plan	Please refer point no. j.
l. Whether the Plan is to be implemented and administered directly by the Company or through a trust	The scheme(s) is to be implemented and administered directly by the company through committee/ Board.
m. Whether the Plan involves new issue of shares by the Company or secondary acquisition by the trust	New issue by the Company.
n. The amount of loan to be provided for implementation of the Plan by the Company to the trust, its tenure, utilization, repayment terms, etc.	Not applicable
o. maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s)	Not Applicable
p. Method which the company shall use to value its options	The method for valuation of options shall be determined by the Board / Committee from time to time in accordance with provisions of applicable laws and accounting standards.
q. Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	<p>The vesting of options granted to employees may expire or lapse or forfeit or accelerate (as the case may be) in the following circumstances:</p> <p>(i) In the event of Non-fulfilment of Vesting Conditions, If the vesting conditions prescribed under the Plan or grant letter are not met by the participant as on the relevant vesting date—whether due to resignation, termination, non-fulfilment of performance criteria, or any other reason—all such unvested options shall automatically and immediately lapse on the vesting date. The participant shall have no rights or entitlements with respect to such lapsed options.</p> <p>(ii) In case of death, all unvested options granted to the participant shall vest immediately, and all vested and unvested options may be exercised by the nominee immediately after, but in no event later than six months from the date of death of the Grantee.</p> <p>(iii) In case of permanent disablement of a participant, all unvested options shall vest in such participant immediately effective from the date of the permanent disablement. Further, all vested options that are not exercised within the time limit shall lapse upon the expiry of such period.</p> <p>(iv) If the participant's employment with the Company is terminated by the Company for cause, then all unvested options and all vested options that have not been exercised, shall lapse immediately on the date of such cause.</p> <p>(v) In case of abandonment of employment, all options granted to the participant, including but not limited to vested options, which were not exercised at the time of abandonment, shall stand terminated with immediate effect.</p> <p>(vi) In cases of resignation by the participant from their employment or directorship; (other than due to misconduct or breach of company policies/terms of employment), then all unvested options held by the participant (as on the date of serving notice of resignation / termination) shall immediately and automatically lapse.</p>

	<p>Further, all vested options All the Vested Options as on that date shall be exercisable by the Grantee within 3 months from his last working day with the Company.</p> <p>(vii) If the participant retires under a voluntary retirement scheme of the Company, of any, or retires on attaining the age of superannuation, all unvested options shall All Unvested Options would continue to vest as per the original vesting schedule set out in the Option Agreement. In respect of vested options, All Vested Options can be exercised by the Grantee immediately after, but in no event later than 3 months from the date of such Retirement.</p> <p>(viii) In case of separation other than those mentioned above The Board will decide whether the Vested Options on the date of separation can be exercised by the Grantee or not, and such decision shall be final and all the Unvested Options on the date of separation shall stand cancelled with effect from that date.</p>
r. Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	<p>If the participant's employment with the Company is terminated by the Company for cause, then all unvested options and all vested options that have not been exercised, shall lapse immediately on the date of such cause.</p> <p>In cases of resignation by the participant from their employment or directorship; (other than due to misconduct or breach of company policies/terms of employment), then all unvested options held by the participant (as on the date of serving notice of resignation / termination) shall immediately and automatically lapse.</p> <p>Further, all vested options All the Vested Options as on that date shall be exercisable by the Grantee within 3 months from his last working day with the Company.</p>
s. Statement to the effect that the company shall comply with the applicable accounting standards	The Company shall confirm with the requirements of the "Guidance Note" on accounting for employee share based- payments or Accounting Standards as may be specified by the Institute of Chartered Accountants of India (ICAI) or such other accounting standard as may be applicable from time to time, including disclosure requirements prescribed therein. Where the existing Guidance note or accounting standard do not prescribe accounting treatment or disclosure requirements for employee stock option plans then of the Company shall comply with the relevant accounting standard as may be prescribed by the ICAI from time to time.
t. Variation of terms of the scheme	Nil
u. Rationale of the variation of the terms of the scheme	Not Applicable
v. Details of the employees who are beneficiaries of such variation	Not Applicable
w. The following statement, if applicable: In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits	Not Applicable since the Company is opting for the fair value method.

<p>and on earnings per share (“EPS”) of the company shall also be disclosed in the Directors' report'</p>	
<p>x. Terms & conditions for buyback, if any, of specified securities covered under these regulations.</p>	<p>The procedure for buy-back of Options granted under ESOP 2024 or Notified Scheme(s) if to be undertaken at any time by the Company, and the applicable terms and conditions, including:</p> <ul style="list-style-type: none"> (i) permissible sources of financing for buy-back; (ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and (iii) limits upon quantum of Options that the Company may buy-back in a financial year. <p>Further, Board on the recommendation of the Committee, may determine a fair and reasonable adjustment to the entitlement of Eligible Employees under the Plan, including by way of adjustment to the number of Options (Vested as well as Unvested) and/ or the Exercise Price in respect of the Options to be such number and/ or Exercise Price as is appropriate in accordance with the SEBI Regulations and other Applicable Laws. Any such determination shall not be detrimental to the interest of the Grantees.</p>

Item No. 3

The shareholders are informed that pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the appointment of a related party to any office or place of profit in the Company, its subsidiary, or associate company, where such appointment carries a monthly remuneration exceeding ₹2,50,000, shall be made only with the prior approval of the Board of Directors and the shareholders by way of an Ordinary Resolution.

In line with the aforementioned legal provisions, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee at their respective meetings held on August 12, 2025 and the Board of Directors at its meeting held on August 13, 2025, the Company proposes to pay remuneration for the financial year 2025–2026 to the following individuals who are related parties and hold an office or place of profit in the Company:

Details of Related Parties Proposed for Approval:

S. No.	Name	Relationship with Director/KMP	Designation
1	Ishaan Bhardwaj	Son of Mr. Ajay Bhardwaj (MD & CEO)	Vice President
2	Krithika Ganesh	Daughter of Mr. Ganesh Sambasivam (WTD)	Deputy Manager

These individuals are qualified professionals independently based on merit, and their roles are critical to the respective functions they lead. Their remuneration is commensurate with the responsibilities entrusted to them, and the same has been determined through benchmarking with industry standards, taking into account the qualifications, experience, and performance of the individuals based on the justification as given below:

1. Mr. Ishaan Bhardwaj – Vice President

- In FY 2024–25, Mr. Bhardwaj successfully led the Company's biology operations. In FY 2025-26, in addition to biology operations role, he has been additionally entrusted with heading procurement for the CRDMO (Contract Research, Development & Manufacturing Organisation) business — a responsibility critical to ensuring supply chain reliability and cost optimization.
- Having taken the additional responsibility, under his leadership, better vendor terms have been negotiated, resulting in procurement efficiency improved significantly and reduction in lead times for critical raw materials.
- The proposed revision includes an increase in total remuneration from INR 9 million to INR 12 million per annum w.e.f. April 01, 2025. This structure ensures that a substantial portion of his remuneration is performance-contingent, aligning his incentives with the Company's results.

2. **Ms. Krithika Ganesh – Deputy Manager**

- In her current role, Ms. Krithika Ganesh serves as a primary client interface, managing large pharmaceutical client programmes and ensuring effective communication, coordination, and delivery.
- As a Deputy Manager, Krithika is currently playing a client interface role managing large pharma client programmes. In addition to the current role she has been given a Project management responsibility ensuring smooth end to end completion of client deliverables and shipments and is working on green chemistry programmes, miscellar chemistry, metal mediator catalyst and pincer catalyst programme
- Her contributions have resulted in improved client satisfaction scores and enhanced delivery timelines, strengthening client relationships and repeat business opportunities.
- The proposed revision includes an increase in total from INR 2.1 million to INR 3.1 million per annum w.e.f. April 01, 2025, which remains consistent with market standards for comparable roles and responsibilities.

Disclosures under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:

Sl. No	Particulars	Mr. Ishaan Bhardwaj	Mr. Krithika Ganesh
1	The name of related party and nature of relationship	<p>Name of the Related Party: Mr. Ishaan Bhardwaj – Senior Management Personnel</p> <p>Nature of relationship: Mr. Ishaan Bhardwaj is son of Mr. Ajay Bhardwaj, Managing Director of the Company. Accordingly, Mr. Ishaan Bhardwaj qualifies as a related party</p>	<p>Name of the Related Party: Ms. Krithika Ganesh- Deputy Manager.</p> <p>Nature of relationship: Mr. Krithika Ganesh is daughter of Mr. Ganesh Sambasivam, Whole Time Director of the Company. Accordingly, Ms. Krithika Ganesh qualifies as a related party.</p>
2	the nature, duration of the contract and particulars of the contract or arrangement;	The said revised remuneration is for the period of 1 year starting from April 01, 2025, to March 31, 2026	The said revised remuneration is for the period of 1 year starting from April 01, 2025 to March 31, 2026
3	the material terms of the contract or arrangement including the value, if any;	<ul style="list-style-type: none"> • Revised Monthly Remuneration of Rs. 10,00,000 for the FY 2025-2026 • Other benefits as per Company Policies 	<ul style="list-style-type: none"> • Revised Monthly Remuneration of Rs. 2,58,000 for the FY 2025-2026 • Other benefits as per Company Policies
4	any advance paid or received for the contract or arrangement, if any;	No advance paid or received in connection with this arrangement	No advance paid or received in connection with this arrangement
5	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The revised remuneration is determined based with reference to current industry standards.	The revised remuneration is determined based with reference to current industry standards.
6	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	All relevant factors to the arrangement are considered.	All relevant factors to the arrangement are considered.
7	any other information relevant or important for the Board to take a decision on the proposed transaction.	Mr. Ishaan Bhardwaj is proposed to be paid an annual remuneration of ₹12 million for the FY 2025-26, determined on the basis of his annual performance evaluation. The proposed remuneration will be	Ms. Krithika Ganesh is proposed to be paid an annual remuneration of ₹3.10 million for the FY 2025-26, determined on the basis of his annual performance evaluation. The proposed remuneration will be

	<p>placed before the Board for its approval, based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, at their respective meetings scheduled to be held on August 12, 2025.</p> <p>Since the proposed remuneration exceeds the threshold prescribed under Section 188(1)(f) of the Companies Act, 2013, it requires the prior approval of the Board and subsequent approval of the shareholders.</p> <p>The arrangement is on an arm's length basis and is considered fair and reasonable.</p>	<p>placed before the Board for its approval, based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, at their respective meetings scheduled to be held on August 12, 2025.</p> <p>Since the proposed remuneration exceeds the threshold prescribed under Section 188(1)(f) of the Companies Act, 2013, it requires the prior approval of the Board and subsequent approval of the shareholders.</p> <p>The arrangement is on an arm's length basis and is considered fair and reasonable.</p>
--	---	---

The Audit Committee and Board of Directors have considered that this transaction in ordinary course of business and arm's length basis and in the interest of the Company and accordingly, recommend to the Members for their approval by way of an Ordinary Resolution.

As per Section 188 of Companies Act read, no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. Accordingly, all related parties of the Company, including the promoter and promoter group, shall abstain from voting on the Resolution at item no. 3.

Save and except Ishaan Bhardwaj, Krithika Ganesh, Ajay Bhardwaj, Ganesh Sambasivam none of the Directors, Key Managerial Personnel or their relatives, are in any way interested or concerned in the proposed resolution.

By Order of the Board of Directors

For Anthem Biosciences Limited
(Formerly known as Anthem Biosciences Private Limited)

Sd/-

Divya Prasad
Company Secretary and Compliance Officer
Membership No. A41438

Date: August 13, 2025
Place: Bengaluru