

Notice of the Fifteenth Annual General Meeting

NOTICE is hereby given that the Fifteenth ("15th") Annual General Meeting ("AGM") of the Shareholders/Members of Plasmagen Biosciences Private Limited ("Company") will be held on **Tuesday, September 30, 2025 at 3:00 P.M (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses.

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and Auditors thereon:**

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

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2025 including Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement for the year ended as on that date together with the notes forming part of accounts as audited and reported by the Auditors of the Company and the Directors' Report, as circulated to the Shareholders/Members be and are hereby approved and adopted."

SPECIAL BUSINESS:

- 1. Ratification of Cost Auditor's Remuneration:**

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

"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 the Statutory modifications(s) or re-enactment(s) thereof for the time being in force, and pursuant to the approval of the Board, the remuneration payable to M/s A S Jain and Co., Bengaluru, Cost Accountants, (Firm Registration Number-006107) appointed by the Board of Directors of the Company to Conduct the Audit of the Cost records maintained by the Company for the Financial year ending 31st March 2025, amounting to INR. 80,000/- (Indian Rupees Eighty Thousand only) exclusive of taxes as may be applicable, in addition to reimbursement of all out of pocket expenses in connection with the aforesaid audit, be and is hereby ratified".

2. Ratification of Cost Auditor's Remuneration:

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

"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 the Statutory modifications(s) or re-enactment(s) thereof for the time being in force, and pursuant to the approval of the Board, the remuneration payable to M/s A S Jain and Co., Bengaluru, Cost Accountants, (Firm Registration Number-006107) appointed by the Board of Directors of the Company to Conduct the Audit of the Cost records maintained by the Company for the Financial year ending 31st March 2026, amounting INR. 80,000/- (Indian Rupees Eighty Thousand only) exclusive of taxes as may be applicable, in addition to reimbursement of all out of pocket expenses in connection with the aforesaid audit, be and is hereby ratified".

**By Order of Board of Directors
For Plasmagen Biosciences Private Limited**

Arjun Rajagopal

**Company Secretary
M. No.: 47671
Address: No. 3, Devagiri Divine, 30th Main
Road,
Banagirinagara, Banashankari 3rd Stage,
Bengaluru - 560 085**

**Date: 29.09.2025
Place: Bengaluru**

NOTE:

1. The relevant Explanatory Statement pursuant to section 102 and 136 of the Companies Act, 2013, in respect of Special Businesses at the meeting, is annexed hereto and forms part of this notice as **Annexure I**.
2. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their Shareholders/Members electronically.
3. In accordance with the provisions of the Act and Ministry of Corporate Affairs General Circular No. 03/2025 dated 22.09.2025 ("MCA Circular"), it is permitted to hold General Meetings through VC/OAVM, without the physical presence of the Shareholders/Members at a common venue. In compliance with the provisions of the Companies Act, 2013, MCA Circular, the 15th AGM of the Company for F.Y 24-25 is being held through VC/OAVM.
4. The Shareholders/Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice.
5. A Shareholder/Member entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Shareholder/Member. Since the AGM is being held through VC/OAVM, physical attendance of Shareholders/Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders/Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes.
6. Institutional/Corporate Shareholders/Members are required to send a scanned copy (in PDF/JPG format) of certified true copy of the Board resolution/authorization letter authorising their representative to attend and vote at the AGM through VC/OAVM. The said certified true copy of the Board resolution/authorisation letter should be sent to cs@plasmagen.in.
7. In line with the MCA Circular No. 17/2020 dated 13 April 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.plasmagen.com.
8. In compliance with the aforesaid MCA Circulars, Notice of the AGM and Annual Report as well as the weblink for joining the meeting is being sent only through electronic mode to those Shareholders/Members whose email addresses are registered with the Company.
9. The statutory registers will be available electronically for inspection by the Shareholders/Members, without any fee, from the date of circulation of this Notice up to the date of AGM. The Shareholders/Members can inspect the same up to the date of AGM, by sending an e-mail to the Company at cs@plasmagen.in.
10. Since the AGM will be held through VC/OAVM, the Route Map is not annexed this Notice.

11. Shareholders/Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request before the AGM mentioning their name, demat account number/folio number, email ID, mobile number at cs@plasmagen.in.
12. The Shareholders/Members who do not wish to speak during the AGM but have queries may send their queries in advance prior to the AGM mentioning their name, demat account number/folio number, e-mail ID, mobile number at cs@plasmagen.in. The Company will give response to the queries suitably by email.
13. Designated eMail ID for all the queries with respect to VC/OAVM can be addressed to cs@plasmagen.in.
14. Help line number with respect to any queries relating to VC/OAVM is +91 9809205424.
15. The member can join the AGM through following web link:
16. **Procedure to join the meeting;**
Step 1:
Visit web page <https://zoom.us/join>.

Step 2:
Enter web link mentioned in Step No. 1 above and enter the meeting ID: 825 0395 2745 and Pass code: 185607

Step 3:
Press Enter with above credentials and join the meeting. Alternatively, member can directly join the meeting by mentioning the meeting link mentioned in Point No. 16 above in their web browser.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

Item No.1: Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 provides for: Appointment of a Cost Accountant in Practice, to conduct audit of cost records maintained by the Company, by the Board of Directors; and Ratification of remuneration payable to him by the Shareholders/Members of the Company. In terms of the aforesaid provisions, the Board of Directors of the Company at its meeting held on June 24, 2025 has approved the appointment of M/s. A S Jain & Co, Bengaluru, Cost Accountants (Registration Number: 006107), to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2025. The remuneration fixed for their appointment is INR. 80,000 (Indian Rupees Eighty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses in connection with the aforesaid audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Shareholders/ Members of the Company.

Accordingly, consent of the Shareholders/Members is sought to ratify the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2025.

The Board therefore recommends the Ordinary Resolution at Item No. 1 for your approval.

Item No.2: Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 provides for: Appointment of a Cost Accountant in Practice, to conduct audit of cost records maintained by the Company, by the Board of Directors and Ratification of remuneration payable to him by the Shareholders/Members of the Company. In terms of the aforesaid provisions, the Board of Directors of the Company by Circular Resolution No. 02/2025-26 on September 26 2025 has approved the appointment of M/s. A S Jain & Co, Bengaluru, Cost Accountants (Registration Number: 006107), to conduct the audit of the cost records maintained by the Company for the financial year ending 31st March, 2026. The remuneration fixed for their appointment is INR. 80,000 (Indian Rupees Eighty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Shareholders/ Members of the Company.

Accordingly, consent of the Shareholders/Members is sought to ratify the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2026.

The Board therefore recommends the Ordinary Resolution at Item No. 2 for your approval.

By Order of Board of Directors

For Plasmagen Biosciences Private Limited

Arjun Rajagopal

Company Secretary

M. No.: 47671

**Address: No. 3, Devagiri Divine, 30th Main Road,
Banagirinagara, Banashankari 3rd Stage,
Bengaluru – 560 085**

Date: 29.09.2025

Place: Bengaluru