

July 18, 2020

The Manager, Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051
NSE Symbol : PANACEABIO

BSE Ltd.
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
BSE Scrip Code: 531349

Sub: Details of the Voting Results of Postal Ballot conducted through remote e - voting pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

This is in continuation to our earlier letter dated June 17, 2020, intimating about the initiation of the process of postal ballot ("Postal Ballot") by the Company for seeking approval of the shareholders by way of special resolutions in terms of the Postal Ballot Notice dated June 16, 2020.

In connection with the above, post receipt of the Scrutinizer Report, we would like to inform you that all the resolutions mentioned in the aforesaid Postal Ballot Notice have been passed by the shareholders with the requisite majority.

Accordingly, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of voting results in the prescribed format along with the Scrutinizer's Report is enclosed herewith.

This is for your information and record.

Kindly acknowledge the receipt.

Thanking you,

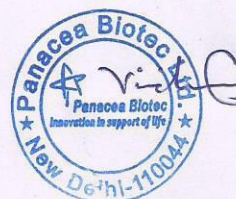
Sincerely yours,
for **Panacea Biotec Ltd.**



Vinod Goel
Group CFO and Head Legal
& Company Secretary
Encl: As above.

Voting Results - Postal Ballot by way of Remote E-voting of Panacea Biotec Limited

Details of Postal Ballot e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:	
Date of declaration of results of Postal Ballot	Saturday, July 18, 2020
Total number of shareholders on cut-off date (June 12, 2020)	14,312
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable



Resolution No. 1 - Authority for making 50% capital contribution of an amount equivalent upto Euro 25,000 or INR 2.00 million, whichever is higher, in the proposed Joint Venture Company for Covid-19 Vaccine:

Resolution required: (Ordinary/Special)			Special					
Whether promoter/ promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of shares held*	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)] X 100	(4)	(5)	(6) = [(4)/(2)] X 100	(7) = [(5)/(2)] X 100
Promoters and Promoter Group	E-voting	6,13,74,866	5,92,00,899	96.4579%	5,92,00,899	0	100.0000%	0.0000%
	Poll		0	0.0000%	0	0	0.0000%	0.0000%
	Postal Ballot (if applicable)		0	0.0000%	0	0	0.0000%	0.0000%
	Total		5,92,00,899	96.4579%	5,92,00,899	0	100.0000%	0.0000%
Public-Institutions	E-voting	7,82,891	7,82,631	99.9668%	7,82,631	0	100.0000%	0.0000%
	Poll		0	0.0000%	0	0	0.0000%	0.0000%
	Postal Ballot (if applicable)		0	0.0000%	0	0	0.0000%	0.0000%
	Total		7,82,631	99.9668%	7,82,631	0	100.0000%	0.0000%
Public-Non Institutions	E-voting	1,53,92,989	69,06,855	44.8701%	69,06,829	26	99.9996%	0.0004%
	Poll		0	0.0000%	0	0	0.0000%	0.0000%
	Postal Ballot (if applicable)		0	0.0000%	0	0	0.0000%	0.0000%
	Total		69,06,855	44.8701%	69,06,829	26	99.9996%	0.0004%
Total		7,75,50,746	6,68,90,385	86.2537%	6,68,90,359	26	100.0000%	0.0000%

* No. of Shares held by Promoters and Promoter Group includes 3 Preference shareholders holding 1,63,00,000 0.5% Cumulative Non-Convertible Non-Participating Redeemable Preference Shares of Rs.10 each.

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

The total paid up share capital of the Company comprises of 6,12,50,746 equity shares of Re.1 each and 1,63,00,000 preference shares of Rs.10 each. Accordingly, the voting results on the basis of total paid-up share capital of the shareholders who casted their vote through remote e-voting is as follows:

IN FAVOUR		AGAINST	
Amount of Paid-up Share Capital of votes casted	%age of Paid-up Share Capital of votes casted	Amount of Paid-up Share Capital of votes casted	%age of Paid-up Share Capital of votes casted
21,35,90,359	99.9999%	26	0.0001%



Resolution No. 2 - Approval of 'Panacea Biotec Limited - Employee Stock Option Plan 2020':

Resolution required: (Ordinary/Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held*	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)] X 100	(4)	(5)	(6) = [(4)/(2)] X 100	(7) = [(5)/(2)] X 100
Promoters and Promoter Group	E-voting	6,13,74,866	5,92,00,899	96.4579%	5,92,00,899	0	100.0000%	0.0000%
	Poll		0	0.0000%	0	0	0.0000%	0.0000%
	Postal Ballot (if applicable)		0	0.0000%	0	0	0.0000%	0.0000%
	Total		5,92,00,899	96.4579%	5,92,00,899	0	100.0000%	0.0000%
Public-Institutions	E-voting	7,82,891	7,82,631	99.9668%	7,82,631	0	100.0000%	0.0000%
	Poll		0	0.0000%	0	0	0.0000%	0.0000%
	Postal Ballot (if applicable)		0	0.0000%	0	0	0.0000%	0.0000%
	Total		7,82,631	99.9668%	7,82,631	0	100.0000%	0.0000%
Public-Non Institutions	E-voting	1,53,92,989	69,06,805	44.8698%	69,06,533	272	99.9961%	0.0039%
	Poll		0	0.0000%	0	0	0.0000%	0.0000%
	Postal Ballot (if applicable)		0	0.0000%	0	0	0.0000%	0.0000%
	Total		69,06,805	44.8698%	69,06,533	272	99.9961%	0.0039%
Total		7,75,50,746	6,68,90,335	86.2536%	6,68,90,063	272	99.9996%	0.0004%

* No. of Shares held by Promoters and Promoter Group includes 3 Preference shareholders holding 1,63,00,000 0.5% Cumulative Non-Convertible Non-Participating Redeemable Preference Shares of Rs.10 each.

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

The total paid up share capital of the Company comprises of 6,12,50,746 equity shares of Re.1 each and 1,63,00,000 preference shares of Rs.10 each. Accordingly, the voting results on the basis of total paid-up share capital of the shareholders who casted their vote through remote e-voting is as follows:

IN FAVOUR		AGAINST	
Amount of Paid-up Share Capital of votes casted	%age of Paid-up Share Capital of votes casted	Amount of Paid-up Share Capital of votes casted	%age of Paid-up Share Capital of votes casted
21,35,90,063	99.9999%	272	0.0001%



Resolution No. 3 - Approval of grant of employee stock options to the employees of the subsidiary company of the Company under Panacea Biotech Limited - Employee Stock Option Plan 2020:

Resolution required: (Ordinary/Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held*	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)] X 100	(4)	(5)	(6) = [(4)/(2)] X 100	(7) = [(5)/(2)] X 100
Promoters and Promoter Group	E-voting	6,13,74,866	5,92,00,899	96.4579%	5,92,00,899	0	100.0000%	0.0000%
	Poll		0	0.0000%	0	0	0.0000%	0.0000%
	Postal Ballot (if applicable)		0	0.0000%	0	0	0.0000%	0.0000%
	Total		5,92,00,899	96.4579%	5,92,00,899	0	100.0000%	0.0000%
Public-Institutions	E-voting	7,82,891	7,82,631	99.9668%	7,82,631	0	100.0000%	0.0000%
	Poll		0	0.0000%	0	0	0.0000%	0.0000%
	Postal Ballot (if applicable)		0	0.0000%	0	0	0.0000%	0.0000%
	Total		7,82,631	99.9668%	7,82,631	0	100.0000%	0.0000%
Public-Non Institutions	E-voting	1,53,92,989	69,06,805	44.8698%	69,06,261	544	99.9921%	0.0079%
	Poll		0	0.0000%	0	0	0.0000%	0.0000%
	Postal Ballot (if applicable)		0	0.0000%	0	0	0.0000%	0.0000%
	Total		69,06,805	44.8698%	69,06,261	544	99.9921%	0.0079%
Total		7,75,50,746	6,68,90,335	86.2536%	6,68,89,791	544	99.9992%	0.0008%

* No. of Shares held by Promoters and Promoter Group includes 3 Preference shareholders holding 1,63,00,000 0.5% Cumulative Non-Convertible Non-Participating Redeemable Preference Shares of Rs.10 each.

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

The total paid up share capital of the Company comprises of 6,12,50,746 equity shares of Re.1 each and 1,63,00,000 preference shares of Rs.10 each. Accordingly, the voting results on the basis of total paid-up share capital of the shareholders who casted their vote through remote e-voting is as follows:

IN FAVOUR		AGAINST	
Amount of Paid-up Share Capital of votes casted	%age of Paid-up Share Capital of votes casted	Amount of Paid-up Share Capital of votes casted	%age of Paid-up Share Capital of votes casted
21,35,89,791	99.9997%	544	0.0003%



R & D
COMPANY SECRETARIES

**Report of Scrutinizer on Postal Ballot conducted through Remote E-Voting
[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read
with Companies (Management and Administration) Rules, 2014]**

July 18, 2020

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

**Sub: Report of Scrutinizer on Voting Process through Remote E-voting
conducted pursuant to the provisions of Section 108 and 110 of the
Companies Act, 2013 ('the Act') read with Companies (Management and
Administration) Rules, 2014**

Dear Sir,

The Board of Directors of **Panacea Biotec Limited** ('the Company') issued the postal ballot notice dated June 16, 2020 (hereinafter referred as "Notice") and decided to provide to the members of the Company, facility to exercise their voting rights on the resolutions as set out in the notice by way of voting by electronic means ("remote e-voting"); as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

In view of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has prescribed guidelines for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020, 17 /2020 and 22/2020 dated April 08, 2020, April 13, 2020 and June 15, 2020, respectively, ("MCA Circulars"), (including any statutory modification(s) or re-enactments thereof for the time being in force), the resolutions as appended below are passed by the Member(s) of the Company through Postal Ballot, voting by remote e-voting only as Special Resolutions.

I, Debabrata Deb Nath, Practicing Company Secretary (Membership No.F-7775), Partner of M/s R&D Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on June 16, 2020 as required under Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the results of remote e-voting in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice and reproduced herein below:

Special Resolutions:

1. Authority for making 50% capital contribution of an amount equivalent upto Euro 25,000 or INR 2.00 million, whichever is higher, in the proposed Joint Venture Company for Covid-19 Vaccine;
2. Approval of 'Panacea Biotec Limited - Employee Stock Option Plan 2020'; and
3. Approval of grant of employee stock options to the employees of the subsidiary company of the Company under Panacea Biotec Limited - Employee Stock Option Plan 2020.



The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to remote e-voting. My responsibility as a scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make the Scrutinizers' Report of the votes cast "in favour" or "against" on the above resolutions, based on the reports generated from the E-Voting System provided by the National Securities Depository Ltd. (NSDL), the authorized agency to provide remote e-voting facilities and engaged by the Company for that purpose.

I hereby submit my report on the Special Resolutions proposed in the Postal Ballot Notice as under:

1. The members of the Company whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the depositories as on the Cut-off date i.e. June 12, 2020 were entitled to vote on the Special Resolutions set out in the notice.
2. The Postal Ballot Notice has been sent to all the Members, whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants or with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited. In light of the MCA Circulars, Company has given option to the shareholders who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited.
3. The Company has published on June 19, 2020, an advertisement about the dispatch of Postal Ballot Notice in Business Standard, (English) all editions and Desh Sewak (Punjabi), Chandigarh Edition.
4. The votes exercised through e-voting facility from Thursday, June 18, 2020 (from 09:00 a.m. IST) and ends on Friday, July 17, 2020 (upto 05:00 p.m. IST); being the last date for remote e-voting; were considered for my scrutiny.
5. After the closure of voting period on July 17, 2020, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
6. The details containing list of the shareholders who casted their votes electronically on each of the resolutions was downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com/>).
7. I have scrutinized, downloaded and counted the votes casted through remote e-voting facility and their particulars have been recorded in accordance with the Companies (Management and Administration) Rules, 2014 for the purpose of this report.
8. Members voted have cast their votes through remote e-voting.
9. The results of voting are as under:



✓

Sl No	Particulars of resolution	Ordinary/ Special resolution	No. of Shareholders Voted	Votes in favour		Votes Against		Invalid Votes No. of Shares
				No. of Shares	% of total valid Votes	No. of Shares	% of total valid Votes	
1	Authority for making 50% capital contribution of an amount equivalent upto Euro 25,000 or INR 2.00 million, whichever is higher, in the proposed Joint Venture Company for Covid-19 Vaccine;	Special Resolution	*115	66890359	99.99	26	0.01	0
2	Approval of 'Panacea Biotec Limited - Employee Stock Option Plan 2020'	Special Resolution	*114	66890063	99.99	272	0.01	0
3	Approval of grant of employee stock options to the employees of the subsidiary company of the Company under Panacea Biotec Limited - Employee Stock Option Plan 2020.	Special Resolution	*114	66889791	99.99	544	0.01	0

*Includes 3 Preference shareholders holding 1,63,00,000 0.5% Cumulative Non-Convertible Non-Participating Redeemable Preference Shares of Rs.10 each.

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

The total paid up share capital of the Company comprises of 6,12,50,746 equity shares of Re.1 each and 1,63,00,000 preference shares of Rs.10 each. Accordingly, the voting results on the basis of total paid-up share capital is as follows:

Resolution No.	In favour		Against	
	Amount of Paid-up Share Capital of votes casted	%age of Paid-up Share Capital of votes casted	Amount of Paid-up Share Capital of votes casted	%age of Total Paid-up Share Capital of votes casted
1	213590359	99.99	26	0.01
2	213590063	99.99	272	0.01
3	213589791	99.99	544	0.01

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

Thanking You,

For R&D
Company Secretaries

Debabrata Deb Nath
Partner
FCS No.:7775; CP No.: 8612
UDIN: F007775B000472371

Date: July 18, 2020
Place: Delhi

Countersign by

Vishal
Chairman/ Authorised Signatory

