

September 09, 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 Limited
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
BSE Scrip Code: 531349

Sub.: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011

Reg.: Inter-se Transfer (Disposal) of shares in Panacea Biotec Limited – Target Company

Dear Sir/Madam,

I, Dr. Rajesh Jain, Karta of Rajesh Jain (HUF), one of the members of the Promoter Group of Panacea Biotec Limited ("the Company"), hereby submit the requisite disclosure in terms of Regulation 29(2) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 with regard to change in shareholding of Rajesh Jain (HUF) in view of the inter-se transfer (Disposal) of 37,50,799 (Thirty Seven Lakh Fifty Thousand Seven hundred Ninety Nine) Equity shares of the Company to Dr. Rajesh Jain (Transferee/Acquirer) on September 08, 2020 by way of gift.

This is for your information and record please. Kindly acknowledge the receipt.

Thanking you,

Sincerely yours,

For RAJESH JAIN (HUF)



KARTA

Dr. Rajesh Jain
Karta of Rajesh Jain (HUF)
18/56, East Park Area
Karol Bagh, New Delhi – 110005

Encl.: As above

Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Panacea Biotec Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Dr. Rajesh Jain		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited (NSE) BSE Limited (BSE)		
Details of the acquisition/disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the disposal under consideration, holding of :			
a) Shares carrying voting rights (Equity Shares)	37,50,799	1.67%	1.62%
b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	37,50,799	1.67%	1.62%
Details of acquisition/sale			
a) Shares carrying voting rights (Equity Shares)	37,50,799	1.67%	1.62%
b) VRs acquired otherwise than by shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	Nil	Nil	Nil
d) Shares encumbered/invoked/released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+/-d)	37,50,799	1.67%	1.62%

For RAJESH JAIN (HUF)

Rajesh Jain

After the acquisition/sale, holding of:			
a) Shares carrying voting rights (Equity Shares)	Nil	Nil	Nil
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	Nil	Nil	Nil
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Inter-se transfer of Shares by way of gift amongst the Promoter and Promoter Group [From Rajesh Jain (HUF) to Dr. Rajesh Jain]		
Date of acquisition/sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	08.09.2020		
Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs.22,42,50,746 divided into 6,12,50,746 Equity Shares of Re.1/- each and 1,63,00,000 Preference Shares of Rs.10/- each		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs.22,42,50,746 divided into 6,12,50,746 Equity Shares of Re.1/- each and 1,63,00,000 Preference Shares of Rs.10/- each		
Total diluted share/voting capital of the TC after the said sale	Rs.23,13,61,857 divided into 6,12,50,746 Equity Shares of Re.1/- each; 71,11,111 Warrants issued to Non-Promoter Category and 1,63,00,000 Preference Shares of Rs.10/- each		

Note:

- (*) 1. These percentages have been calculated on the Total Paid-up Share Capital of the Target Company i.e. Rs.22,42,50,746/- (Rupees Twenty Two Crores Forty Two Lakhs Fifty Thousand Seven Hundred and Forty Six) divided into 6,12,50,746 (Six Crores Twelve Lakhs Fifty Thousand Seven Hundred and Forty Six) Equity Shares of Re.1/- each and 1,63,00,000 (One Crore Sixty Three Lakhs) Preference Shares of Rs.10/- each.
2. The Promoters acquired additional voting rights on 0.5% Cumulative Non-Convertible & Non-Participating Redeemable Preference Shares ("Preference Shares") on January 06, 2017 arising out of the operation of second proviso to sub-section (2) of section 47 of the Companies Act, 2013 (i.e. sub-section (2) of section 87

For RAJESH JAIN (HUF)


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of the Companies Act, 1956) due to non-payment of dividend by the Target Company for a period of more than two years.

3. The said Preference Shares were issued by the Company to the Promoters of the Company on January 06, 2015 against the conversion of their existing loan and public deposits and interest accrued thereon to comply with the terms of CDR Scheme for comprehensive debt restructuring of the Company's debts through CDR mechanism. At that time, it was not envisaged by the Promoters that these Preference Shares will have any voting rights other than the voting rights in the normal course, viz. right to vote on resolutions placed before the company which directly affect the rights attached to the preference shares and any resolution for the winding up of the company or for the repayment or reduction of its equity or preference share capital.
 4. These additional voting rights on Preference Shares are temporary in nature and shall automatically stand extinguished upon payment of dividend on such Preference Shares.
- (**) 1. On April 08, 2019, Panacea Biotec Limited has issued 71,11,111 warrants of Rs.180/- each exercisable into equal number of Equity Shares of face value of Re.1/- each of the Company at a price of Rs.180/- (including premium of Rs.179/-) per equity share. In terms of the Warrant Subscription and Shareholders Agreement dated April 06, 2019, the Warrant holders have option to convert warrants into equity shares during the exercise period, i.e. the period commencing on the date which is 10 business days prior to the date falling 18 months from the date of allotment of warrants and ending on the date falling 18 months from the date of allotment of warrants.
2. Accordingly, these percentages have been calculated on the Total Diluted Paid-up Share Capital of the Target Company i.e. Rs.23,13,61,857/- (Rupees Twenty Three Crores Thirteen Lakhs Sixty One Thousand Eight Hundred and Fifty Seven) divided into 6,12,50,746 (Six Crores Twelve Lakhs Fifty Thousand Seven Hundred and Forty Six) Equity Shares of Re.1/- each; 1,63,00,000 (One Crore Sixty Three Lakhs) Preference Shares of Rs.10/- each and 71,11,111 (Seventy One Lakhs Eleven Thousand One Hundred and Eleven) Warrants exercisable into equal number of Equity Shares of face value of Re.1/- each.

For RAJESH JAIN (HUF)


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Signature of the acquirer / seller / ~~Authorised Signatory~~

Place: New Delhi

Date: 09.09.2020