



Panacea Biotec

Innovation in support of life

Panacea Biotec Limited

(CIN:L33117PB1984PLC022350)

Regd. Office: Ambala-Chandigarh Highway, Lalru – 140 501, Punjab

Corp. Office: B-1 Extn./G-3, Mohan Co-operative Indl. Estate, Mathura Road, New Delhi - 110 044,

Website: www.panaceabiotec.com E-mail: companysec@panaceabiotec.com

Tel: +91 11 41679000, Fax: +91 11 41679075

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of Panacea Biotec Ltd. will be held on Tuesday, the 6th day of January, 2015 at 11:30 A.M. at the Registered Office of the Company at Ambala-Chandigarh Highway, Lalru - 140 501, Punjab, to transact the following business:

AS SPECIAL BUSINESS:

Issue and Offer of Redeemable Preference Shares on a Private Placement basis:

To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, the regulations/guidelines, if any, prescribed by the relevant authorities from time to time, to the extent applicable, and the Listing Agreement entered into by the Company with Stock Exchange(s) where the equity shares of the Company are listed and subject to such other approvals, consents, sanctions and permissions of appropriate authorities, departments and bodies as may be required, necessitated, and subject to such terms and conditions including their alterations and modifications as may be considered appropriate and agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board) and in terms of and furtherance to, the scheme of Corporate Debt Restructuring ("**CDR Scheme**") by and between the Company and the lenders of the Company ("**CDR Lenders**") which has been duly approved by the Corporate Debt Restructuring Empowered Group ("**CDR EG**") vide its Letter of Approval ("**LOA**") dated September 24, 2014, the consent of the Company be and is hereby accorded to the Board to create, offer, issue and invite to subscribe, issue and allot 3,43,00,000 (Three Crore Forty Three Lacs) 0.5% Non-Convertible Cumulative Redeemable Preference Shares ("**NCCRPS**") of face value of Rs.10 (Rupees Ten) each for cash at par on private placement basis to the Company's promoters and their relatives, aggregating Rs.34.30 Crore (Rupees Thirty Four Crore and Thirty Lac), by way of conversion of their existing unsecured loan / deposits and interest accrued thereon until the date preceding the date of such conversion and/or fresh contribution in cash, to be treated as promoters' contribution as per the CDR Scheme, on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT in accordance with the provisions of section 43 of the Act, the Preference Shares shall be non-participating, non-convertible, redeemable, carry a preferential right vis-à-vis equity shares of the Company, with respect to payment of dividend and repayment in case of a winding up or repayment of capital, shall be paid dividend on a cumulative basis and shall carry voting rights as per the provisions of section 47 of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and thing to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary, expedient or desirable for the purpose of creating, issuing, offering, inviting and allotting the said Preference Shares and giving effect to this resolution and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By order of the Board
For Panacea Biotec Ltd.

Regd. Office:
Ambala-Chandigarh Highway,
Lalru-140501, Punjab.

Vinod Goel

Date: 09.12.2014

Sr. V.P. Legal & Company Secretary

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing proxy should however, be deposited at the Registered/Corporate Office of the Company not less than forty-eight hours before the commencement of the meeting.**
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a

single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- Members/Proxies should fill the Attendance Slip and hand over the same at the entrance for attending the meeting.
- Those who hold shares in dematerialized form are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting.
- Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Extra-Ordinary General Meeting ("EGM").
- In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- The shareholders who are holding shares in physical form and have not yet got exchanged their Share Certificates for Equity Shares of Rs.10 each, into new Share Certificate(s) in respect of sub-divided Equity Shares of Re.1 each, are requested to send the request along with the related original Share Certificate(s) immediately.
- Those members who have not yet got their Equity Shares dematerialised are requested to contact any of the Depository Participants in their vicinity for getting their Shares dematerialised. In case any clarification is needed in that regard, the undersigned may be contacted in person or by communication addressed at the Corporate Office of the Company.
- Securities and Exchange Board of India (SEBI) had directed that it shall be mandatory to furnish copy of PAN card to the Company/RTAs for registration of transfer/ transmission/transposition of shares of the Company in relation to securities market transactions and off-market/private transactions in physical form of listed companies. Hence, all prospective shareholders acquiring shares in physical form are requested to provide a copy of their PAN card along with their request for registration of transfer/transmission/transposition of shares of the Company.
- In all correspondence with the Company and/or the Registrar & Transfer Agent, members are requested to quote their folio number and in case their shares are held in the dematerialized (electronic) form, they must quote their DP ID and Client ID number for easy reference and speedy disposal thereof.
- Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH.13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 (which can be obtained from the company's RTA or downloaded from the Company's website) to the RTA of the Company
- The Notice of EGM has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The Notice is also available on our website viz. www.panaceabiotec.com. The physical copy of the Notice has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/depository participant. The members will be entitled to a physical copy of the Notice free of cost, upon sending a request to the Company Secretary at B-1. Extn./G-3, Mohan Co-op. Industrial Estate, Mathura Road, New Delhi – 110 044. In case any member is desirous to receive communication from the Company in electronic form, they may register their email address with their depository participant or send their consent at investorgrievances@panaceabiotec.com alongwith their folio no. and valid email address for registration.
- VOTING THROUGH ELECTRONIC MEANS:** Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on the resolution set forth in the Notice convening EGM to be held on Tuesday, 6th January 2015, at 11:30 AM. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide the e-voting facility.
- The e-voting Event Number, User ID and Password alongwith the detailed instructions for e-voting are provided in the attendance slip, being sent alongwith the notice of EGM and forms an integral part of Notice.**
- The e-voting period commences on December 30, 2014 (9.00 A.M.) and ends on January 01, 2015 (6.00 P.M.). During this period, shareholders of

the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of December 5, 2014 may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

16. Since the company is providing the facility of e-voting to the shareholders, there shall be no voting by show of hands at the EGM. The shareholders who will be physically present at the EGM shall be provided with polling papers to cast their votes at the meeting.
17. The shareholders can opt for only one mode of voting i.e. e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through e-voting will be considered final and voting through physical ballot will not be considered.
18. The voting rights of the members shall be in proportion to their shares in the equity capital of the Company, as on the cut-off date, being Friday, the 5th day of December, 2014.
19. Mr. Akshit Gupta, Practicing Company Secretary (Membership No. 22963), Partner M/s U.S. & Associates has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
20. The results shall be declared on or after the EGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.panacea biotec.com and on the website of NSDL within two days of passing of the resolution at the EGM of the Company and shall be communicated to Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd.
21. All documents/ relevant extracts thereof, referred to in the accompanying Notice and statement pursuant to Section 102(1) of the Companies Act 2013 will be available for inspection at the Registered Office and Corporate Office of the Company during business hours on all working days up to the date of declaration of the results of the EGM of the Company.
22. The Explanatory Statement for the Special Resolution pursuant to Section 102 of the Act setting out material facts is appended to the Notice.

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

As the Shareholders are aware, the Company manufactures and markets vaccines, branded formulations and biotechnology-based products of international quality. The Company suffered a setback due to withdrawal of the Company's pentavalent vaccine from the WHO's list of prequalified vaccines for supply to UNICEF and other UN agencies in financial year 2011-12. Further, there was also decline in institutional business primarily on account of reduced supplies of oral polio vaccines against tender from Government of India and thereby has also contributed to the decline in the revenue and the profits of the Company. As a result, the ability of the Company to meet its repayment obligations / liabilities under the various facilities availed by it were adversely affected and therefore the Company made a reference to Corporate Debt Restructuring ("CDR") Cell for comprehensive debt restructuring of the Company's debts through CDR mechanism. The CDR Empowered Group ("CDR EG") had in its meeting held on September 09, 2014 approved the CDR proposal and issued a Letter of Approval (LOA) dated September 24, 2014, which has been ratified in the CDR EG meeting held on September 25, 2014 and confirmed as final vide letter dated October 11, 2014 from CDR Cell.

As per the said LOA, the promoters' contribution to the tune of Rs.34.30 Crore has to be brought in within 120 days from the date of approval by CDR EG viz. 9th September, 2014. The promoters of the Company along with their relatives have, upon request of the Company, agreed to subscribe to 0.5% Non-Convertible Cumulative Redeemable Preference Shares ("NCCRPS") to the extent of Rs.34.30 Crore against the conversion of their existing loan and public deposits and interest accrued thereon as per details given below, provided that the said issue of Preference Shares shall be treated as Promoters' Contribution as per the terms of CDR LOA:

Sl. No.	Name of the Promoters/ their relatives	Amount of Loan / deposit including interest thereon (Rs. in Crore)	No. of shares proposed to be issued
1.	Mr. Soshil Kumar Jain	16.09	1,60,90,000
2.	Dr. Rajesh Jain	12.58	1,25,80,000
3.	Mr. Sandeep Jain	3.16	31,60,000
4.	Mrs. Meena Jain	2.47	24,70,000
	Total	34.30	3,43,00,000

Accordingly, the Board of Directors of the Company had in its meeting held on 09.12.2014 recommended the matter of issue and allotment of 3.43 Crore NCCRPS of face value of Rs.10 each to the aforesaid promoters and their relatives, subject to applicable approvals, if any as may be required under the CDR Scheme, against the conversion of existing unsecured loan / deposits and/ or fresh contribution in cash to the extent of Rs.34.30 Crore.

As per Section 42 of the Act, read with the Rules made thereunder, a company offering or making an invitation to subscribe to securities, including Redeemable Preference Shares on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, for each of the offers and invitations. Furthermore, Section 55 of the Act read with Rules made thereunder also requires a company to obtain the prior approval of the Shareholders, by way of a Special Resolution for issuance of Preference Shares. Accordingly, the approval of the Members is being sought by way of a Special Resolution under Sections 42 and 55 of the Act read with the Rules made thereunder, for the issue of 3.43 Crore NCCRPS aggregating Rs.34.30 Crore on a private placement basis in the manner as aforesaid.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the NCCRPS, are as under:

1.	Issue size, number of preference shares to be issued and nominal value of each share.	3,43,00,000 NCCRPS at a nominal value of Rs.10 each aggregating Rs.34.30 crore.														
2.	Nature of share	Non-Convertible, Cumulative, Non-participating Redeemable Preference Shares.														
3.	Objectives of the issue	The object of the issue is to meet promoters' contribution as per the CDR Scheme approved by CDR EG on 09.09.2014 vide CDR LOA dated 24.09.2014.														
4.	Manner of issue of shares	NCCRPS will be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Act and the Rules made thereunder.														
5.	Issue Price	NCCRPS will be issued at par.														
6.	Terms of issue and rate of dividend on each share	Terms of the Issue: The NCCRPS shall be issued for a period of 10 years with an option with the Company as well as preference shareholders for early redemption of NCCRPS, provided CDR debts are fully serviced and the Company comes out from purview of CDR system. Rate of Dividend: Dividend of 0.5% per annum on paid up value of NCCRPS on Cumulative basis, if declared, would be payable on a pro rata basis from the date of allotment.														
7.	Tenure of NCCRPS	10 years with an option available with the Company as well as preference shareholders for early redemption of NCCRPS, provided CDR debts are fully serviced and the Company comes out from the purview of CDR system.														
8.	Terms, manner and modes of redemption	The NCCRPS shall be redeemed at such premium of upto 9% p.a. as may be mutually agreed and approved by the Board subject to applicable approvals from the CDR EG / CDR Lenders as per CDR scheme and shall be compounded half yearly payable in accordance with Section 55 of the Act, out of profits available for distribution as dividend or out of proceeds of a fresh issue of shares made for the purpose of redemption.														
9.	Conversion Price and terms of conversion	Not applicable, since the NCCRPS are non-convertible.														
10.	The current equity shareholding pattern of the Company (As on December 05, 2014)	<table border="1"> <thead> <tr> <th>Category</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoters</td> <td>74.81</td> </tr> <tr> <td>Mutual Funds, Financial Institutions, Banks</td> <td>0.70</td> </tr> <tr> <td>Bodies Corporate</td> <td>16.52</td> </tr> <tr> <td>Indian Public</td> <td>5.67</td> </tr> <tr> <td>NRIs / OCBs / FIs / Foreign Nationals</td> <td>2.30</td> </tr> <tr> <td>Total</td> <td>100.00</td> </tr> </tbody> </table>	Category	%	Promoters	74.81	Mutual Funds, Financial Institutions, Banks	0.70	Bodies Corporate	16.52	Indian Public	5.67	NRIs / OCBs / FIs / Foreign Nationals	2.30	Total	100.00
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NRIs / OCBs / FIs / Foreign Nationals	2.30															
Total	100.00															
11.	Expected dilution in equity capital upon conversion of preference shares	Nil, since the NCCRPS are non-convertible														

The issue of NCCRPS is in accordance with the provisions of the Articles of Association of the Company. There is no subsisting default in the redemption of preference shares issued by the Company or in the payment of dividend due on any preference shares issued by the Company.

The relevant extract of CDR LOA is available for inspection, without any fee, by the members at the Company's registered office / corporate Office during business hours on working days upto the date of declaration of the result of the EGM of the Company.

The Directors recommend the Resolution of the accompanying Notice for the approval of the Members of the Company as Special Resolution.

Mr. Soshil Kumar Jain, Mr. Ravinder Jain, Dr. Rajesh Jain and Mr. Sandeep Jain being the promoter directors and Mr. Sumit Jain being the part of promoter group of the Company alongwith their relatives to the extent of their shareholding in the company and to the extent of the NCCRPS that may be subscribed to by them, are concerned or interested, in the resolution. Except this, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in any way concerned or interested, financially or otherwise, in the resolution.

By order of the Board
For Panacea Biotec Ltd.

Regd. Office:
Ambala-Chandigarh Highway,
Lalru-140501, Punjab.
Date: 09.12.2014

Vinod Goel
Sr. V.P. Legal & Company Secretary

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FORM OF PROXY

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member :

Registered Office :

E-mail id :

Folio no. / DP ID :

Client ID :

I/We being the member(s) of shares of the above named Company hereby appoint:

1. Name: E-mail id:
Address: Signature: or failing him/her
2. Name: E-mail id:
Address: Signature: or failing him/her
3. Name: E-mail id:
Address: Signature:

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Extraordinary General Meeting of the Company, to be held at its registered office at Ambala-Chandigarh Highway, Lalru-140 501, Punjab on Tuesday, the 6th day of January, 2015 at 11:30 A.M. and at any adjournment thereof in respect of Special Resolution as indicated below:

S. No.	Resolution	For*	Against*
Special business			
1.	Issue and allotment of 0.5% Non-Convertible Cumulative Redeemable Preference Shares of Rs.10 each to Promoters and their Relatives on Private Placement Basis aggregating Rs.34.30 Crore.		

Signed this day of 2014/ 2015



.....
Signature of Shareholder

.....
Signature of proxy holder(s)

Notes :

1. **This form of Proxy, in order to be effective, should be deposited at the Registered/Corporate Office of the Company, not later than 48 Hours before the commencement of the aforesaid meeting.**
2. For the Resolution, Explanatory Statement and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.

* This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



Panacea Biotech Ltd.

(CIN:L33117PB1984PLC022350)

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Sl. No.

ATTENDANCE SLIP EXTRA-ORDINARY GENERAL MEETING-06.01.2015

1. Folio / D.P. & Client I.D. No.:

2. Name :

3. Address :

4. Joint Holder(s), if any :

5. No. of Equity Shares held :

6. Name of the Proxy / Representative, if any :

I/ we hereby record my/our presence at the Extra-Ordinary General Meeting of the Company, being held at its registered office at Ambala-Chandigarh Highway, Lalru-140 501, Punjab, on Tuesday, the 6th day of January, 2015 at 11:30 A.M.

(Signature of the Shareholder/Proxy/ Authorised Representative)

IMPORTANT : This attendance slip may please be handed over at the entrance of the Meeting Hall.

VOTING THROUGH ELECTRONIC MEANS

Shareholders may please note the electronic voting particulars set out below for the purpose of e-voting in terms of section 108 of the Companies Act, 2013 and Clause 35 B of the Listing Agreement.

EVEN (E-voting Event Number)	USER ID	PASSWORD / PIN

The e-voting facility will be available during the following period:

Commencement of e-voting	End of e-voting
From 09:00 AM on 30th December, 2014	Upto 06:00 PM on 1st January, 2015

Note : Please read the e-voting instructions printed overleaf before exercising the vote.

These e-voting details and instructions form an integral part of the Notice of the Extra-Ordinary General Meeting to be held on 6th January, 2015.

INSTRUCTIONS

- A. The Company is pleased to offer e-voting facility to the members to cast their votes electronically on the resolution set forth in the Notice convening the Extra-Ordinary General Meeting ("EGM") to be held on Tuesday, the 6th day of January, 2015 at 11:30 A.M. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide the e-voting facility.

NSDL shall be sending the user ID & passwords to those members whose e-mail ids are registered with Company /depository participants. You are receiving this physical copy of the Notice of EGM since your e-mail id is not registered or you have requested for the physical copies of the same.

The instructions for e-voting are as under:

- i) Initial password is provided at the bottom of the attendance slip for the EGM or by NSDL via e-mail.
 - ii) Open the internet browser and type the following URL: <https://www.evoting.nsd.com>.
 - iii) Click on Shareholder-Login.
 - iv) Put user ID and password as initial password/PIN provided overleaf / via e-mail. (Please note: If you are already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.)
 - v) The password change menu will appear on your screen. Change to a new password of your choice with minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,* etc). Please take utmost care to keep your password confidential.
 - vi) Home page of e-voting appears. Clicks on e-voting: Active Voting Cycles.
 - vii) Select "EVEN" (E-Voting Event Number) of Panacea Biotech Limited.
 - viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - x) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xi) For the votes to be considered valid, the corporate and institutional shareholders (companies, trusts, societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at scrutinizer@panaceabiotec.com or pblscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
 - xii) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of NSDL's e-voting website: www.evoting.nsd.com.
- B. The e-voting period commences on December 30, 2014 (9.00 A.M.) and ends on January 1, 2015 (6.00 P.M.) During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 5th December, 2014, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- C. The voting rights of the members shall be in proportion to their shares in the equity capital of the Company, as on the cut off date, being Friday, of 5th December, 2014.
- D. Mr. Akshit Gupta, Practicing Company Secretary (Membership No. 22963), Partner M/s U.S. & Associates has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, within a period of not exceeding 3(three) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses, not in employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
- E. The results shall be declared on or after the EGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.panaceabiotec.com and on the website of NSDL within two days of passing of the resolution at the EGM of the Company and shall be communicated to BSE Ltd. and National Stock Exchange of India Ltd.



Panacea Biotec Limited
(CIN:L33117PB1984PLC022350)

Secretarial Deptt.

B-1 Extn./G-3, Mohan Co-op. Indl. Estate, , Mathura Road, New Delhi - 110 044, INDIA.
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