

1<sup>st</sup> October, 2015

The Manager, Listing Department  
The National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051  
Fax No.:022-26598237 / 38  
NSE Symbol : PANACEABIO

The Corporate Relationship Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
Fax No.:022-22721919, 3121  
BSE Scrip Code: 531349

Dear Sir,

**Reg.: Declaration of Voting Results of 31<sup>st</sup> Annual General Meeting in pursuance of Clause 35 A of the Listing Agreement alongwith report of Scrutinizer.**

This is with reference to the 31<sup>st</sup> Annual General Meeting (AGM) of the Company held on 30<sup>th</sup> September, 2015 at 11:30 a.m. at Registered Office of the Company.

The Company had in pursuant to the 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, provided e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 31<sup>st</sup> AGM. The e-voting was open from 27<sup>th</sup> September, 2015 to 29<sup>th</sup> September, 2015. The voting was conducted by means of poll for the members present in the AGM.

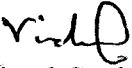
Mr. Akshit Gupta of M/s. U.S. & Associates, Practicing Company Secretary, was appointed as Scrutinizer for conducting the e-voting & poll in the AGM and submitted his combined report on 1<sup>st</sup> October, 2015.

Based on the Report of the Scrutinizer, all the resolutions as set out in the Notice of 31<sup>st</sup> AGM have been duly approved by the Shareholders with requisite majority.

The voting Results in pursuance of Clause 35A of the Listing Agreement and the report of Scrutinizers are enclosed herewith for your information and record please.

Thanking you,  
Sincerely yours,

For Panacea Biotec Ltd.

  
Vinod Goel  
Group CFO and Head Legal  
& Company Secretary

Encl. As Above.

B1 Extn. /G3, Mohan Co-op Indl. Estate,  
Mathura Road, New Delhi -110044  
Email: vinodgoel@panaceabiotec.com  
Phone: D.I.D. +91-11-4167 9015  
Fax: +91-11-4167 9075

**Panacea Biotec Ltd.**

CIN: L33117PB1984PLC022350

Registered Office: Ambala-Chandigarh Highway, Lalru - 140 501, Punjab, India. Ph.: +91-1762-505900, Fax: +91-1762-505906.  
e-mail: corporate@panaceabiotec.com website: www.panaceabiotec.com

**Details of Voting Results Pursuant to Clause 35 A**

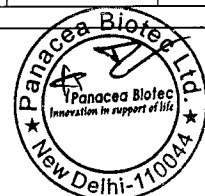
Date of the AGM/ EGM	September 30, 2015
Total number of shareholders on record date	9,775
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
Promoters and Promoter Group	6
Public	31
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	N.A.

**Details in case of Poll/Postal ballot/E-voting:**

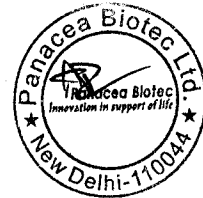
Resolution	Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]
<b>Resolution 1</b> Adoption of Audited Standalone & Consolidated Financial Statements for the financial year ended March 31, 2015 & reports of Directors' & Auditors' thereon. (Ordinary resolution)	Promoter and Group	45,612,253	31,192,999	68.39	31,192,999	0	100.00	0
	Public – Institutional holders	656,854	330,253	50.28	330,253	0	100.00	.0
	Public-Other	14,981,639	9,248,045	61.73	6712	9,241,333	0.073	99.93
	<b>Total</b>	<b>61,250,746</b>	<b>40,771,297</b>	<b>66.56</b>	<b>31,529,964</b>	<b>9,241,333</b>		
<b>Resolution 2</b> Re-appointment of retiring director i.e. Mr. Soshil Kumar Jain (Ordinary resolution)	Promoter and Group	45,612,253	31,192,999	68.39	31,192,999	0	100.00	0
	Public – Institutional holders	656,854	330,253	50.28	330,253	0	100.00	.0
	Public-Others	14,981,639	9,248,045	61.73	6,712	9,241,333	0.073	99.93
	<b>Total</b>	<b>61,250,746</b>	<b>40,771,297</b>	<b>66.56</b>	<b>31,529,964</b>	<b>9,241,333</b>		



<b>Resolution 3</b> Re-appointment of retiring director i.e. Mr. Sumit Jain (Ordinary resolution)	Promoter and Group	45,612,253	31,192,999	68.39	31,192,999	0	100.00	0
	Public – Institution al holders	656,854	330,253	50.28	330,253	0	100.00	.0
	Public- Others	14,981,639	9,248,045	61.73	6,712	9,241,333	0.073	99.93
	<b>Total</b>	<b>61,250,746</b>	<b>40,771,297</b>	<b>66.56</b>	<b>31,529,964</b>	<b>9,241,333</b>		
<b>Resolution 4</b> Ratification of appointment of M/s. Walker Chandiok & Co LLP as Statutory Auditors (Ordinary resolution)	Promoter and Group	45,612,253	31,192,999	68.39	31,192,999	0	100.00	0
	Public – Institution al holders	656,854	330,253	50.28	330,253	0	100.00	.0
	Public- Others	14,981,639	9,248,034	61.73	6,701	9,241,333	0.073	99.93
	<b>Total</b>	<b>61,250,746</b>	<b>40,771,286</b>	<b>66.56</b>	<b>31,529,953</b>	<b>9,241,333</b>		
<b>Resolution 5</b> Re-appointment & remuneration of Mr. Sumit Jain, as Whole Time Director (Special resolution)	Promoter and Group	45,612,253	31,192,999	68.39	31,192,999	0	100.00	0
	Public – Institution al holders	656,854	330,253	50.28	330,253	0	100.00	.0
	Public- Others	14,981,639	9,248,045	61.73	6,712	9,241,333	0.073	99.93
	<b>Total</b>	<b>61,250,746</b>	<b>40,771,297</b>	<b>66.56</b>	<b>31,529,964</b>	<b>9,241,333</b>		
<b>Resolution 6:</b> Appointment of Mrs. Manjula Upadhyay as an Independent Director. (Ordinary resolution)	Promoter and Group	45,612,253	31,192,999	68.39	31,192,999	0	100.00	0
	Public – Institution al holders	656,854	330,253	50.28	330,253	0	100.00	0
	Public- Others	14,981,639	9,248,045	61.73	6,712	9,241,333	0.073	99.93
	<b>Total</b>	<b>61,250,746</b>	<b>40,771,297</b>	<b>66.56</b>	<b>31,529,964</b>	<b>9,241,333</b>		
<b>Resolution 7:</b> Ratification of remuneration of M/s G.T. & Co., Cost Accountants, Cost Auditors (Ordinary Resolution)	Promoter and Group	45,612,253	31,192,999	68.39	31,192,999	0	100.00	0
	Public – Institution al holders	656,854	330,253	50.28	330,253	0	100.00	0
	Public- Others	14,981,639	9,248,045	61.73	9,247,945	100	100.00	0
	<b>Total</b>	<b>61,250,746</b>	<b>40,771,297</b>	<b>66.56</b>	<b>40,771,197</b>	<b>100</b>		



<b>Resolution 8:</b> Protection/ratification of the excess remuneration paid to Mr. Ravinder Jain, Managing Director for the financial year 2014-15	Promoter and Group	45,612,253	31,192,999	68.39	31,192,999	0	100.00	0
	Public – Institutional holders	656,854	330,253	50.28	330,253	0	100.00	0
	Public- Others	14,981,639	9,248,045	61.73	6,712	9,241,333	0.073	99.93
	<b>Total</b>	<b>61,250,746</b>	<b>40,771,297</b>	<b>66.56</b>	<b>31,529,964</b>	<b>9,241,333</b>		



## Scrutinizer's Report-Combined

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20, 21 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement]

To,

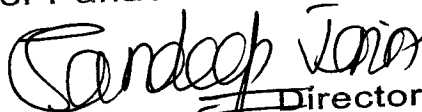
The Chairman of 31<sup>st</sup> Annual General Meeting of  
**Panacea Biotech Limited**  
Ambala-Chandigarh Highway,  
Lalru, Punjab-140501

**REPORT ON E-VOTING & POLL CONDUCTED AT 31<sup>ST</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF PANACEA BIOTECH LIMITED, HELD ON 30<sup>TH</sup> DAY OF SEPTEMBER, 2015 AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT AMBALA-CHANDIGARH HIGHWAY, LALRU-140051, PUNJAB**

Dear Sir,

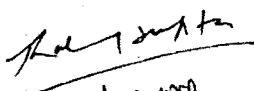
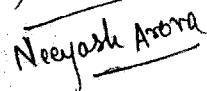
1. **I, Akshit Gupta, Practicing Company Secretary, Partner of U.S. & Associates, Company Secretaries**, have been appointed by the Board of Directors of "Panacea Biotech Limited" (the Company) as Scrutinizer to scrutinize the e-voting process and to Scrutinize voting by means of Poll at the AGM, for ascertaining the requisite majority on e-voting and on Poll carried out for the resolutions proposed to be passed at the AGM of the Shareholders of the Company held on 30<sup>th</sup> Day of September, 2015 at 11:30 A.M. at the Registered Office of the Company at Ambala-Chandigarh Highway, Lalru-140051, Punjab.
2. As per the provisions of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Listing Agreement, the Company had provided the facility of electronic voting ("e-voting") to the shareholders to cast their votes electronically on the resolutions proposed in the Notice of the 31<sup>st</sup> Annual General Meeting.
3. The Company has appointed National Securities Depository Limited (NSDL) (the Authorized Agency for e-voting) as the service provider, for providing the facility of remote e-voting to the shareholders of the Company. The service provider has provided a system for recording the votes of the shareholders electronically on the item of the businesses sought to be transacted in the AGM of

For Panacea Biotech Ltd.


  
Director



the Company. The Service provider accordingly has set up e-voting facility on their website <https://evoting.nsdl.com>.

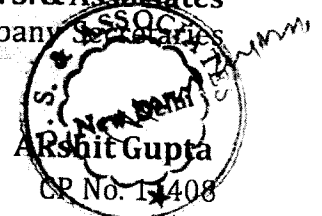
4. In line with the provisions of the Companies Act, 2013 and in term of the clarification issued by MCA, voting by show of hands was not conducted at the General Meeting as e-voting has been offered to the Shareholders. Therefore, at the AGM of the Company, voting was conducted by means of poll under Rule 21 of the Companies (Management and Administration) Rules, 2014.
5. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof on the resolution contained in the Notice of 31<sup>st</sup> Annual General Meeting. Our responsibilities as scrutinizers are restricted to make a Scrutinizers' Report of the votes cast "For" or "Against" the resolution stated in the Notice.
6. On Completion of e-voting period, in compliance of provision of Rule 20(4)(xii) of the Companies (Management & Administration) Amendment Rules, 2015, I have unblocked the Votes on 30<sup>th</sup> September, 2015, in the presence of two witnesses Mr. Rahul Gupta & Ms. Neeyash Arora.  
Witness:
  1. Rahul Gupta 
  2. Neeyash Arora 
7. Based on the report generated from the e-voting system provided by NSDL and votes casted by Poll at AGM, we submit the consolidated results of e-voting and Poll as annexed herewith **(Annexure-I)**.
8. Based on the e-voting and voting by Poll, **all the resolutions stands passed with requisite majority**, accordingly we request the Chairman of the AGM to declare the result of the meeting.

For Panacea Biotec Ltd.

  
Director

Date : 1<sup>st</sup> October, 2015  
Place : Delhi

For M/s. U. S. & Associates  
Company Secretary



Annexure-I

**Resolution 01:**

- (a) Adoption of Audited Stand alone Financial Statements for the financial year 2014-15 and reports of Directors and Auditors thereon.
- (b) Adoption of Audited Consolidated Financial Statements for the financial year 2014-15 and reports of Auditors thereon

Mode	Number of Voting		Favour		Against	
	Ballots	Votes	Ballots	Votes	Ballots	Votes
E-Voting	29	31084801	23	21843468	6	9241333
Valid Poll	20	9686496	20	9686496	0	0
<b>Total</b>	<b>49</b>	<b>40771297</b>	<b>43</b>	<b>31529964</b>	<b>6</b>	<b>9241333</b>

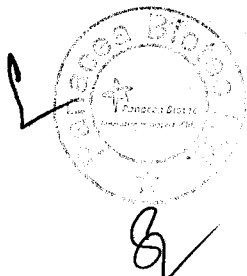
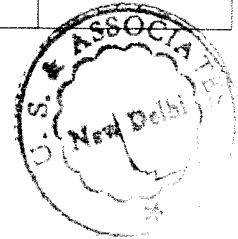
Total Valid Shares (Total Shares)	=	40771297
Votes in Favour (% of Total Valid Shares)	=	77.33%
Votes in Against (% of Total Valid Shares)	=	22.67%
No Voting (% of Total Valid Shares)	=	0.00%

**Resolution 02:**

**Re-appointment of retiring director i.e. Mr. Soshil Kumar Jain**

Mode	Number of Voting		Favour		Against	
	Ballots	Votes	Ballots	Votes	Ballots	Votes
E-Voting	29	31084801	23	21843468	6	9241333
Valid Poll	20	9686496	20	9686496	0	0
<b>Total</b>	<b>49</b>	<b>40771297</b>	<b>43</b>	<b>31529964</b>	<b>6</b>	<b>9241333</b>

Total Valid Shares (Total Shares)	=	40771297
Votes in Favour (% of Total Valid Shares)	=	77.33%
Votes in Against (% of Total Valid Shares)	=	22.67%
No Voting (% of Total Valid Shares)	=	0.00%



**Resolution 03:**

**Re-appointment of retiring director i.e. Mr. Sumit Jain**

Mode	Number of Voting		Favour		Against	
	Ballots	Votes	Ballots	Votes	Ballots	Votes
E-Voting	29	31084801	23	21843468	6	9241333
Valid Poll	20	9686496	20	9686496	0	0
<b>Total</b>	<b>49</b>	<b>40771297</b>	<b>43</b>	<b>31529964</b>	<b>6</b>	<b>9241333</b>

Total Valid Shares (Total Shares)	=	40771297
Votes in Favour (% of Total Valid Shares)	=	77.33%
Votes in Against (% of Total Valid Shares)	=	22.67%
No Voting (% of Total Valid Shares)	=	0.00%

**Resolution 04:**

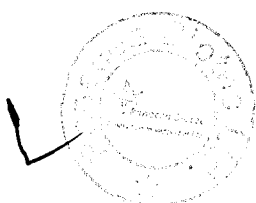
**Ratification of appointment of M/s. Walker Chandlok & Co. LLP,  
Statutory Auditors**

Mode	Number of Voting		Favour		Against	
	Ballots	Votes	Ballots	Votes	Ballots	Votes
E-Voting	29	31084801	22	21843457	6	9241333
Valid Poll	20	9686496	20	9686496	0	0
<b>Total</b>	<b>49</b>	<b>40771297</b>	<b>42</b>	<b>31529963</b>	<b>6</b>	<b>9241333</b>

Total Valid Shares (Total Shares)	=	40771297
Votes in Favour (% of Total Valid Shares)	=	77.33%
Votes in Against (% of Total Valid Shares)	=	22.67%
No Voting (% of Total Valid Shares)	=	0.00%

**Resolution 05:**

**Approval of re-appointment and remuneration of Mr. Sumit Jain, Whole-time director of the Company**



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Mode	Number of Voting		Favour		Against	
	Ballots	Votes	Ballots	Votes	Ballots	Votes
E-Voting	29	31084801	23	21843468	6	9241333
Valid Poll	20	9686496	20	9686496	0	0
<b>Total</b>	<b>49</b>	<b>40771297</b>	<b>43</b>	<b>31529964</b>	<b>6</b>	<b>9241333</b>

Total Valid Shares (Total Shares)	=	40771297
Votes in Favour (% of Total Valid Shares)	=	77.33%
Votes in Against (% of Total Valid Shares)	=	22.67%
No Voting (% of Total Valid Shares)	=	0.00%

**Resolution 06:**

**Appointment of Mrs. Manjula Upadhyay as an Independent Director of the Company**

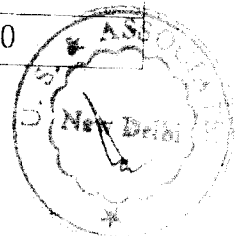
Mode	Number of Voting		Favour		Against	
	Ballots	Votes	Ballots	Votes	Ballots	Votes
E-Voting	29	31084801	23	21843468	6	9241333
Valid Poll	20	9686496	20	9686496	0	0
<b>Total</b>	<b>49</b>	<b>40771297</b>	<b>43</b>	<b>31529964</b>	<b>6</b>	<b>9241333</b>

Total Valid Shares (Total Shares)	=	40771297
Votes in Favour (% of Total Valid Shares)	=	77.33%
Votes in Against (% of Total Valid Shares)	=	22.67%
No Voting (% of Total Valid Shares)	=	0.00%

**Resolution 07:**

**Ratification of remuneration to M/s. G.T. & Co, Cost Accountants, Cost Auditors of the Company**

Mode	Number of Voting		Favour		Against	
	Ballots	Votes	Ballots	Votes	Ballots	Votes
E-Voting	29	31084801	27	31084701	2	100



Valid Poll	20	9686496	20	9686496	0	0
<b>Total</b>	<b>49</b>	<b>40771297</b>	<b>47</b>	<b>40771197</b>	<b>2</b>	<b>100</b>

Total Valid Shares (Total Shares) = 40771297  
 Votes in Favour (% of Total Valid Shares) = 100%  
 Votes in Against (% of Total Valid Shares) = 0.00%  
 No Voting (% of Total Valid Shares) = 0.00%


**Resolution 08:**

**Protection/ratification of excess remuneration paid to Mr. Ravinder Jain, Managing Director for the financial year 2014-15**

Mode	Number of Voting		Favour		Against	
	Ballots	Votes	Ballots	Votes	Ballots	Votes
E-Voting	29	31084801	23	21843468	6	9241333
Valid Poll	20	9686496	20	9686496	0	0
<b>Total</b>	<b>49</b>	<b>40771297</b>	<b>43</b>	<b>31529964</b>	<b>6</b>	<b>9241333</b>

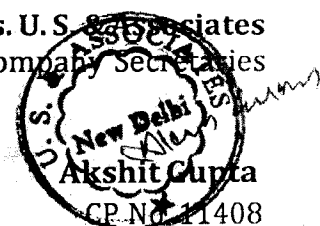
Total Valid Shares (Total Shares) = 40771297  
 Votes in Favour (% of Total Valid Shares) = 77.33%  
 Votes in Against (% of Total Valid Shares) = 22.67%  
 No Voting (% of Total Valid Shares) = 0.00%

For Panacea Biotech Ltd.

  
 Director

Date : 01.10.2015  
 Place : Delhi

For M/s. U.S. Associates  
Company Secretaries

  
 Akshat Gupta