



Panacea Biotec
Innovation in support of life

5th March, 2016

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

Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Fax No.:022-22721919, 3121
BSE Scrip Code: 531349

Dear Sir,

Reg.: Notice of Extra-ordinary General Meeting (EGM) alongwith Explanatory Statement.

This is in continuation of our intimation of Extra-ordinary General Meeting scheduled to be held on 30th March, 2016.

Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of Notice of EGM along with explanatory statement.

This is for your 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

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 Wednesday, the **30th day of March, 2016 at 11:30 A.M.** at the Registered Office of the Company at **Ambala-Chandigarh Highway, Lalru - 140 501, Punjab**, to transact the following businesses.

AS SPECIAL BUSINESS:

1. Re-appointment of Mr. Soshil Kumar Jain, Whole-time Director designated as Chairman

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act"), read with Schedule V to the Act and the rules made thereunder and pursuant to Article 115 of the Articles of Association of the Company, and subject to the approval, if applicable, of the Central Government and/or other applicable authorities, if any, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Soshil Kumar Jain (DIN:00012812) as Whole-time Director designated as Chairman of the Company for a period of three years w.e.f 1st April, 2016, on the following terms and conditions:

A. REMUNERATION

- a) Salary Rs.6 Lac

[with liberty to the Board to review and set the level from time to time subject to a maximum of Rs.12 Lac per month]

- b) Commission

Payment of commission @ upto 2% of the profits of the Company computed in the manner laid down in section 197 of the Companies Act, 2013, as may be decided by the Board from time to time.

- c) Perquisites and allowances

1. Housing

- i) Company owned/leased furnished house with actual upkeep and maintenance expenses
ii) Expenses pertaining to gas, electricity, water and other utilities will be borne/ reimbursed by the Company.
iii) Company shall provide such furniture and furnishing as may be required by the Director.

2. Medical Reimbursement - Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalisation, nursing home and surgical charges for self and family.

3. Leave Travel Assistance - Once a year for self & family as per rules of the Company.

4. Insurance – Payment of Insurance Premium for Life Insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board.

5. Club fees - Membership fee of such clubs as may be considered appropriate including admission and life membership fee.

6. Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per rules of the Company.

7. Gratuity - Upto half a month's salary for each completed year of service on the basis of his normal salary drawn ignoring the current salary cut.

8. Leave Encashment - As per rules of the Company but not exceeding one month's leave for every 11 months of service.

9. Conveyance - The Company shall provide two or more fully insured cars with driver and reimbursement of the operational expenses, one for discharge of official responsibilities by the Director and the other(s) at his residence for his personal use and that of his family members and business guests.

10. Telephone, Telefax and other communication facilities - The Company shall provide/reimburse expenses in respect of one or more cellular phone (with handset) for his use, and three Telephone connections with STD & ISD facilities, one fax connection with fax machine, Cable Internet connection and other communication facilities at the Director's residence.

B. OTHER TERMS

1. The Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof and his office as director shall be liable to retire by rotation.

2. The Director shall not become interested or otherwise concerned directly or through his relative(s) in any selling agency of the Company without the prior approval of the Central Government.

3. Minimum Remuneration – In the event of loss or inadequacy of profits, the above remuneration by way of salary, commission, perquisites and other allowances payable to the above said Whole-time Director, being within the limits prescribed in Section II of Part II of Schedule V to the Act, shall be payable as minimum remuneration.

4. Unless otherwise a shorter period is decided mutually between the Director and the Board of Directors, the office as Whole-time Director may be terminated by either party by giving three months' notice in writing, of such termination.

5. If, at any time, Mr. Soshil Kumar Jain ceases to be the director of the Company for any causes whatsoever, his office as Whole-time Director shall forthwith be terminated.

RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby severally authorised to file the necessary returns with the Registrar of Companies and to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary or expedient to give effect to this resolution."

2. Re-appointment of Mr. Ravinder Jain as Managing Director

To consider and, if thought fit, to pass, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act"), read with Schedule V to the Act and rules made thereunder and pursuant to Article 115 of the Articles of Association of the Company, and subject to the approval, if applicable, of the Central Government and/or other applicable authorities, if any, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Ravinder Jain (DIN:00010101) as Managing Director of the Company for a period of three years w.e.f. 1st April, 2016, on the following terms and conditions:

A. REMUNERATION

- a) Salary Rs.6 Lac per month

[with liberty to the Board to review and set the level from time to time subject to a maximum of Rs.12 Lac per month]

- b) Commission

Payment of commission @ upto 2% of the profits of the Company computed in the manner laid down in section 197 of the Companies Act, 2013, as may be decided by the Board from time to time.

- c) Perquisites and allowances

1. Housing

- i) Company owned/leased furnished house with actual upkeep and maintenance expenses.
ii) Expenses pertaining to gas, electricity, water and other utilities will be borne/ reimbursed by the Company.
iii) Company shall provide such furniture and furnishing as may be required by the Director.

2. Medical Reimbursement - Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalisation, nursing home and surgical charges for self and family.

3. Leave Travel Assistance - Once a year for self & family as per rules of the Company.

4. Insurance – Payment of Insurance Premium for Life Insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board.

5. Club fees - Membership fee of such clubs as may be considered appropriate including admission and life membership fee.
6. Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per rules of the Company.
7. Gratuity - Upto half a month's salary for each completed year of service on the basis of his normal salary drawn ignoring the current salary cut.
8. Leave Encashment - As per rules of the Company but not exceeding one month's leave for every 11 months of service.
9. Conveyance - The Company shall provide two or more fully insured cars with driver and reimbursement of the operational expenses, one for discharge of official responsibilities by the Director and the other(s) at his residence for his personal use and that of his family members and business guests.
10. Telephone, Telefax and other communication facilities - The Company shall provide/reimburse expenses in respect of one or more cellular phone (with handset) for his use, and three Telephone connections with STD & ISD facilities, one fax connection with fax machine, Cable Internet connection and other communication facilities at the Director's residence.
11. Security - The Company shall provide for round the clock security at the Director's residence.

B. OTHER TERMS

1. The Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof and his office as director shall be liable to retire by rotation.
2. The Director shall not become interested or otherwise concerned directly or through his relative(s) in any selling agency of the Company without the prior approval of the Central Government.
3. Minimum Remuneration - In the event of loss or inadequacy of profits, the above remuneration by way of salary, commission, perquisites and other allowances payable to the above said Managing Director, being within the limits prescribed in Section II of Part II of Schedule V to the Act, shall be payable as minimum remuneration.
4. Unless otherwise a shorter period is decided mutually between the Director and the Board of Directors, the office as Managing Director may be terminated by either party by giving three months' notice in writing, of such termination.
5. If, at any time, Mr. Ravinder Jain ceases to be the director of the Company for any causes whatsoever, his office as Managing Director shall forthwith be terminated.

RESOLVED FURTHER THAT the Directors and Company Secretary of the company be and are hereby severally authorised to file the necessary returns with the Registrar of Companies and to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary or expedient to give effect to this resolution."

3. Re-appointment of Dr. Rajesh Jain as Joint Managing Director

To consider and, if thought fit, to pass, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act"), read with Schedule V to the Act and rules made thereunder and pursuant to Article 115 of the Articles of Association of the Company, and subject to the approval, if applicable, of the Central Government and/or other applicable authorities, if any, the consent of the Company be and is hereby accorded to the re-appointment of Dr. Rajesh Jain (DIN:00013053) as Joint Managing Director of the Company for a period of three years w.e.f. 1st April, 2016, on the following terms and conditions:

A. REMUNERATION

- a) Salary Rs.5 Lac per month.
[with liberty to the Board to review and set the level from time to time subject to a maximum of Rs.10 Lac per month]
- b) Commission
Payment of commission @ upto 2% of the profits of the Company computed in the manner laid down in section 197 of the Companies Act, 2013, as may be decided by the Board from time to time.
- c) Perquisites and allowances
 1. Housing
 - i) Company owned/leased furnished house with actual upkeep and maintenance expenses.
 - ii) Expenses pertaining to gas, electricity, water and other utilities will be borne/ reimbursed by the Company.
 - iii) Company shall provide such furniture and furnishing as may be required by the Director.
 2. Medical Reimbursement - Reimbursement of actual medical expenses incurred in India and/or abroad.
 3. Leave Travel Assistance - Once a year for self & family as per rules of the Company.
 4. Insurance - Payment of Insurance Premium for Life Insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board.
 5. Club fees - Membership fee of such clubs as may be considered appropriate including admission and life membership fee.
 6. Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per rules of the Company.
 7. Gratuity - Upto half a month's salary for each completed year of service on the basis of his normal salary drawn ignoring the current salary cut.
 8. Leave Encashment - As per rules of the Company but not exceeding one month's leave for every 11 months of service.
 9. Conveyance - The Company shall provide two or more fully insured cars with driver and reimbursement of the operational expenses, one for discharge of official responsibilities by the Director and the other(s) at his residence for his personal use and that of his family members and business guests.
 10. Telephone, Telefax and other communication facilities - The Company shall provide/reimburse expenses in respect of one or more cellular phone (with handset) for his use, and three Telephone connections with STD & ISD facilities, one fax connection with fax machine, Cable Internet connection and other communication facilities at the Director's residence.
 11. Security - The Company shall provide for round the clock security at the Director's residence.

B. OTHER TERMS

1. The Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof and his office as director shall be liable to retire by rotation.
2. The Director shall not become interested or otherwise concerned directly or through his relative(s) in any selling agency of the Company without the prior approval of the Central Government.
3. Minimum Remuneration - In the event of loss or inadequacy of profits, the above remuneration by way of salary, commission, perquisites and other allowances payable to the above said Joint Managing Director, being within the limits prescribed in Section II of Part II of Schedule V to the Act, shall be payable as minimum remuneration.
4. Unless otherwise a shorter period is decided mutually between the Director and the Board of Directors, the office as Joint Managing Director may be terminated by either party by giving three months' notice in writing, of such termination.
5. If, at any time, Dr. Rajesh Jain ceases to be the director of the Company for any causes whatsoever, his office as Joint Managing Director shall forthwith be terminated.

RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby severally authorised to file the necessary returns with the Registrar of Companies and to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary or expedient to give effect to this resolution."

4. Re-appointment of Mr. Sandeep Jain as Joint Managing Director

To consider and, if thought fit, to pass, the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act"), read with Schedule V to the Act and rules made thereunder and pursuant to Article 115 of the Articles of Association of the Company, and subject to the approval, if applicable, of the Central Government and/or other applicable authorities, if any, the consent of the Company be and is hereby accorded to the re-appointment of, Mr. Sandeep Jain (DIN:00012973) as Joint Managing Director of the Company for a period of three years w.e.f. 1st April, 2016, on the following terms and conditions:

A. REMUNERATION

- a) Salary Rs.4.7 Lac per month.
[with liberty to the Board to review and set the level from time to time subject to a maximum of Rs.10 Lac per month]
- b) Commission
Payment of commission @ upto 2% of the profits of the Company computed in the manner laid down in section 197 of the Companies Act, 2013, as may be decided by the Board from time to time.
- c) Perquisites and allowances
 1. Housing
 - i) Company owned/leased furnished house with actual upkeep and maintenance expenses.
 - ii) Expenses pertaining to gas, electricity, water and other utilities will be borne/ reimbursed by the Company.
 - iii) Company shall provide such furniture and furnishing as may be required by the Director.
 2. Medical Reimbursement - Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for self and family.

3. Leave Travel Assistance - Once a year for self & family as per rules of the Company.
4. Insurance – Payment of Insurance Premium for Life Insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board.
5. Club fees - Membership fee of such clubs as may be considered appropriate including admission and life membership fee.
6. Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per rules of the Company.
7. Gratuity - Upto half a month's salary for each completed year of service on the basis of his normal salary drawn ignoring the current salary cut.
8. Leave Encashment - As per rules of the Company but not exceeding one month's leave for every 11 months of service.
9. Conveyance - The Company shall provide two or more fully insured cars with driver and reimbursement of the operational expenses, one for discharge of official responsibilities by the Director and the other(s) at his residence for his personal use and that of his family members and business guests.
10. Telephone, Telefax and other communication facilities - The Company shall provide/reimburse expenses in respect of one or more cellular phone (with handset) for his use, and three Telephone connections with STD & ISD facilities, one fax connection with fax machine, Cable Internet connection and other communication facilities at the Director's residence.
11. Security - The Company shall provide for round the clock security at the Director's residence.

B. OTHER TERMS

1. The Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof and his office as director shall be liable to retire by rotation.
2. The Director shall not become interested or otherwise concerned directly or through his relative(s) in any selling agency of the Company without the prior approval of the Central Government.
3. Minimum Remuneration – In the event of loss or inadequacy of profits, the above remuneration by way of salary, commission, perquisites and other allowances payable to the above said Joint Managing Director, being within the limits prescribed in Section II of Part II of Schedule V to the Act, shall be payable as minimum remuneration.
4. Unless otherwise a shorter period is decided mutually between the Director and the Board of Directors, the office as Joint Managing Director may be terminated by either party by giving three months' notice in writing, of such termination.
5. If, at any time, Mr. Sandeep Jain ceases to be the director of the Company for any causes whatsoever, his office as Joint Managing Director shall forthwith be terminated.

RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby severally authorised to file the necessary returns with the Registrar of Companies and to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary or expedient to give effect to this resolution."

5. Appointment of Mr. Ankesh Jain as Whole-time Director designated as Director Sales & Marketing

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 161 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force)(hereinafter referred to as "the Act"), and the Articles of Association of the Company, Mr. Ankesh Jain (DIN:03556647) who was appointed as an Additional Director & Whole time Director of the Company by the Board of Directors w.e.f. 1st April, 2016 and who shall hold the office as director until the date of next Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act signifying his intention to propose Mr. Ankesh Jain as a candidate for the office of a director of the Company w.e.f. 1st April, 2016, be and is hereby appointed as director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act") read with Schedule V to the Act and rules made thereunder and pursuant to Article 115 of the Articles of Association of the Company, and subject to the approval, if applicable, of the Central Government and/or other applicable authorities, if any, the consent of the Company be and is hereby accorded to the appointment of Mr. Ankesh Jain (DIN:03556647) as Whole-time Director designated as Director Sales & Marketing of the Company for a period of three years w.e.f. 1st April, 2016 on the following terms and conditions:

A. REMUNERATION

- a) Basic salary: Rs.1,50,000/- p.m. (in the pay scale of Rs.1,50,000 – 15,000 – 1,80,000)
[with a liberty to the Board to review and set the level from time to time subject to a maximum of Rs.1,80,000 per month]
- b) Perquisites and allowances
 1. Housing
 - i) Company owned/ leased furnished house with actual upkeep and maintenance expenses. In case rent-free accommodation is not provided, he will be entitled to house rent allowance @50% of salary.
 - ii) Expenses pertaining to gas, electricity, water and other utilities will be borne/ reimbursed by the Company.
 - iii) Company shall provide such furniture and furnishing as may be required by the Director.
 2. Medical Reimbursement - Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for self and family.
 3. Leave Travel Assistance - Once a year for self & family as per rules of the Company.
 4. Group Accident and Medical Insurance Policy(ies) – As per rules of the Company.
 5. Club fees - Membership fee of such clubs as may be considered appropriate including admission and life membership fee.
 6. Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per rules of the Company.
 7. Gratuity - Upto half a month's salary for each completed year of service.
 8. Leave Encashment - As per rules of the Company but not exceeding one month's leave for every 11 months of service.
 9. Conveyance - The Company shall provide two fully insured cars with driver and reimbursement of the operational expenses, one for discharge of official responsibilities by the Director and the other at his residence for his personal use and that of his family members and business guests.
 10. Telephone, Telefax and other communication facilities - The Company shall provide/reimburse expenses in respect of one or more cellular phone (with handset) for his use, and three Telephone connections with STD & ISD facilities, one fax connection with fax machine, Cable Internet connection and other communication facilities at the Director's residence.
 11. Security - The Company shall provide for round the clock security at the Director's residence.

B. OTHER TERMS

1. Mr. Ankesh Jain shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof and his office as director shall be liable to retire by rotation.
2. Mr. Ankesh Jain shall not become interested or otherwise concerned directly or through his relative(s) in any selling agency of the Company without prior approval of Central Government.
3. Minimum Remuneration – In the event of loss or inadequacy of profits, the above remuneration by way of salary, commission, perquisites and other allowances payable to the above said Whole-time Director, being within the limits prescribed in Section II of Part II of Schedule V to the Act, shall be payable as minimum remuneration.
4. Unless otherwise a shorter period is decided mutually between the Director and the Board of Directors, the office as Whole-time Director may be terminated by either party by giving three months' notice in writing, of such termination.
5. If, at any time, Mr. Ankesh Jain ceases to be the director of the Company for any reason whatsoever, his office as Whole-time Director shall forthwith be terminated.

RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby severally authorised to file the necessary returns with the Registrar of Companies and to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary or expedient to give effect to this resolution."

6. Appointment of Mr. Mukul Gupta as an Independent Director of the Company

To consider and, if thought fit, to pass, the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Mr. Mukul Gupta (DIN: 00254597), who was appointed as an Additional Director of the Company w.e.f. 01st April, 2016 by the Board at its meeting held on 12th February, 2016 and who shall hold office of director upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013, from a member signifying his intention to propose his candidature for the office of Director, be and is hereby appointed as a non-executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years from the date of appointment i.e. 1st April, 2016 upto March 31, 2021, not liable to retire by rotation."

By order of the Board
For Panacea Biotec Ltd.

Vinod Goel
Group CFO and Head Legal
& Company Secretary

Date: 29th February, 2016
Place: New Delhi

NOTES:

1. 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.
2. 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.
3. Members/Proxies should fill the Attendance Slip and hand over the same at the entrance for attending the meeting.
4. 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.
5. 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").
6. 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.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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.
12. The Notice of EGM has been sent through email to all the members, whose names appeared in the register of members/ record of depositories as on 26th February, 2016. The Notice of EGM has been sent through email to those members who have registered their email addresses with the Company/depository participants. The Notice is also available on the Company's 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 along with their folio no. and valid email address for registration.
13. **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 Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to offer remote 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 Wednesday, 30th March 2016, at 11:30 AM. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide the remote e-voting facility.

The remote e-voting Event Number, User ID and Password along with the detailed instructions for remote e-voting are provided in the attendance slip, being sent along with the notice of EGM and forms an integral part of Notice.

The remote e-voting period shall commence on March 27, 2016 (9.00 A.M.) and end on March 29, 2016 (5.00 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 March 24, 2016 may cast their votes electronically. The remote 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.

A person who has acquired shares and became members of the Company after the dispatch of the notice of EGM and holding shares as on the Cut Off date of March 24, 2016 may obtain his/her user ID and password for Remote E-voting by sending a request to the Company's Registrar and Share Transfer Agent or NSDL.

For any further grievance related to the Remote E-voting, members may contact NSDL at the following contact information:

Phone No. +91 22 24994600/24994738, Toll free no. 1800222080

Email ID: evoting@nsdl.co.in.

14. Since the company is providing the facility of remote 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.
15. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered.
16. 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 Thursday, the 24th day of March, 2016.
17. Mr. Akshit Gupta, Practicing Company Secretary (Membership No. F-8472), Partner M/s U.S. & Associates has been appointed as the Scrutinizer to scrutinize the remote-voting process in a fair and transparent manner.
18. 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 48 hours 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.
19. 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.
20. As required in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, the information pertaining to the Directors seeking appointment / re-appointment in the Extra-Ordinary General Meeting is given below:

a. Mr. Soshil Kumar Jain

Age: 82 Years

Qualification: Qualified Pharmacist

Professional Expertise: He has more than 59 years' experience in the pharmaceutical industry. He is the founder promoter & director of the company and has been the Chairman of the Company since October, 1984. He started his career in the Indian pharmaceutical industry by joining his family business in the form of a chemist shop set up by his father. Prior to promoting the company, he was associated with Radicura & Co., a partnership firm (formerly owned by the promoters of Panacea Biotec Ltd. and subsequently taken over by Radicura & Co. Ltd. (now known as Radicura Infra Ltd.).

Directorships: He is a director of PanEra Biotec Pvt. Ltd., Neophar Alipro Ltd., Adveta Power Pvt. Ltd. and White Pigeon Estate Pvt. Ltd.

Committee Membership / Chairmanship: He is a Chairman of Executive Committee of the Company.

Shareholding in the Company: He holds 50,00,000 Equity Shares of Re.1 each, comprising 8.16% of total Equity share capital of the Company.

b. Mr. Ravinder Jain

Age: 57 Years

Qualification: Matriculate

Professional Expertise: He has around 35 years' experience in business collaborations and tie-ups, international marketing, business development, finance and corporate administration. He is involved in the overall supervision of day-to-day operations with emphasis on strategic planning and business development for the Company. Under his motivated leadership, the company has set new milestones with clear focus on driving productivity and performance across all business segments of the Company. His zeal, enthusiasm and vision has enabled the company to achieve new standards of performance in terms of financial parameters i.e. increased revenues & shareholders' wealth etc.

Directorships: He is a director of Cabana Structures Ltd. (Formerly known as Best on Health Foods Ltd.), Best General Insurance Company Ltd., and OKI Estates Pvt. Ltd.

Committee Membership / Chairmanship: He is a Member of Executive Committee and Stakeholders' Relationship Committee of the Company.

Shareholding in the Company: He holds 57,12,300 Equity Shares of Re.1 each, comprising 9.33 % of total Equity share capital of the Company.

c. Dr. Rajesh Jain

Age: 51 Years

Qualification: Dr. Rajesh Jain is a holder of Ph.D. in Business Administration (Commerce), a Post Graduate in Business Management from Shivaji Institute of Management, Ghaziabad, India and is science graduate from University of Delhi.

Professional Expertise: Dr. Rajesh Jain is involved in the overall supervision of day-to-day operations with emphasis on Research & Development, business development and marketing. Under his exceptional understanding of the business mantras, the Company has an impressive product pipeline and is targeting key therapeutic areas that will deliver new and innovative treatment therapies. As a result of his unlimited energy and enthusiasm, the company has been ranked the largest vaccine producer in India and has been ranked as the 3rd largest biotechnology Company (Able Survey 2011). With his able leadership skills, the Company has been able to successfully withstand and surmount challenges at the best and the worst of times including those faced during last few years, and has emerged as a more resilient organisation.

Directorships: He is a Managing Director of PanEra Biotec Pvt. Ltd., non – executive Chairman of NewRise Healthcare Pvt. Ltd. and director of Adveta Power Pvt. Ltd. and White Pigeon Estate Pvt. Ltd.

Committee Membership / Chairmanship: He is a Member of Executive Committee of the Company.

Shareholding in the Company: He holds 62,13,500 Equity Shares of Re.1 each, comprising 10.14% of total Equity share capital of the Company.

d. Mr. Sandeep Jain

Age: 49 Years

Qualification: Mr. Sandeep Jain has done B.Com (P) from University of Delhi.

Professional Expertise: Mr. Sandeep Jain is involved in the overall supervision of day-to-day operations with emphasis on finance, international marketing and regulatory affairs. Under his exceptional understanding of the business principles, the Company is continuously expanding its global aspirations by improving its international marketing efforts into various markets across the globe and is currently exporting its branded formulations in CIS countries, Asia, Eastern Europe and African region. He has been intensively working on the international marketing efforts of the Company. His duty include increasing the Company's International brand image and is actively exploring opportunities for launching as well as licensing out some of its patented products for manufacture/ marketing in developed countries in Europe, North America and Latin America.

Directorships: He is a director of PanEra Biotec Pvt. Ltd. and Neophar Alipro Ltd.

Committee Membership / Chairmanship: He is a Member of Executive Committee and Stakeholders' Relationship Committee of the Company.

Shareholding in the Company: He holds 47,92,100 Equity Shares of Re.1 each, comprising 7.82% of total Equity share capital of the Company.

e. Mr. Ankesh Jain

Age: 27 Years

Qualification: Mr. Ankesh Jain has done B.Sc. Pharmaceutical Management from University of Bradford, U.K.

Professional Expertise: Mr. Ankesh Jain was earlier appointed as Executive Business Development w.e.f. 1st July, 2010. With a strong learning curve, he has grown through spirited hard work and unwavering commitment to business goals. From July 2010 to October 2013, he has been actively involved in each and every aspect of business process for research & development, manufacturing, sales & marketing and distribution and also handled an independent territory as Business Development Executive (BDE) for close to 12 months which accustomed him from customer expectations from a pharma company. Since October 2013, he actively supported the leadership team of domestic pharmaceutical business and took over the position of Head-Domestic Pharmaceutical Business from 1st September, 2014. Post taking over the domestic Pharmaceutical business, the business has shown steady growth in revenue & profits.

Directorships: He is a director in Adveta Power Pvt. Ltd.

Committee Membership / Chairmanship: He does not hold any membership/ Chairmanship of any committee.

Shareholding in the Company: He holds 3,07,000 Equity Shares of Re.1 each, comprising 0.50% of total Equity share capital of the Company.

f. Mr. Mukul Gupta

Age: 58 Years

Qualification: Mr. Mukul Gupta is a Law graduate and holds a Bachelor Degree in Economics (Hons.).

Professional Expertise: Mr. Gupta is a member of Supreme Court Bar Association, New Delhi since 1985 as well as member of International Bar Association.

Mr. Mukul Gupta is also an Advisor to the Government of Uttar Pradesh on Goods & Service Tax issues which is likely to be introduced in the country. Mr. Mukul Gupta was invited in June 2014 to hear his views by the Standing Committee on Finance of Lok Sabha considering the 115th Constitutional Amendment Bill and was again invited in June 2015 by the Select Committee of Rajya Sabha considering the 122nd Constitutional Amendment Bill which will open the passage for implementation of Goods & Service Tax in India. Mr. Gupta was also the Secretary General of All India Federation of Tax Practitioners' for two years for 2008 & 2009 and was National Vice President' All India Federation of Tax Practitioners' for two years for 2014 & 2015.

Directorships: He is a director of Federal-Mogul Goetze (India) Limited and Expert Scan Consultant Pvt. Ltd.

Committee Membership / Chairmanship: He is the Chairman of Audit Committee of Federal-Mogul Goetze (India) Limited

Shareholding in the Company: He does not hold any shares in the Company.

21. 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

Item Nos. 1 to 5:

Mr. Soshil Kumar Jain, Mr. Ravinder Jain, Dr. Rajesh Jain and Mr. Sandeep Jain were re-appointed as Whole-time Director (designated as Chairman), Managing Director, Joint Managing Director and Joint Managing Director, respectively, of the Company w.e.f. 1st April, 2011, till 31st March, 2016. The said re-appointment and terms of remuneration were approved by the shareholders by passing requisite resolution at the 27th Annual General Meeting held on 24th September, 2011. As recommended by the Nomination & Remuneration Committee of the Board of Directors, in recognition of the excellent services being rendered by the above said Whole-time Director (designated as Chairman), Managing and Joint-Managing Directors, the Board of Directors in its meeting held on 12th February, 2016, re-appointed Mr. Soshil Kumar Jain, Mr. Ravinder Jain, Dr. Rajesh Jain and Mr. Sandeep Jain as Whole-time Director (designated as Chairman), Managing Director, Joint Managing Director and Joint-Managing Director, respectively, of the Company for a further period of 3 years w.e.f. 1st April, 2016, subject to the approval from the shareholders of the Company.

Further, the Board of Directors has appointed Mr. Ankesh Jain, as an Additional Director of the Company w.e.f. 01st April, 2016 in its meeting held on February 12, 2016 in terms of the provisions of Section 161 of the Companies Act, 2013, and is further appointed as Whole-time Director designated as Director Sales & Marketing of the Company for a period of three years w.e.f. 1st April, 2016 subject to the approval from the shareholders of the Company.

During the financial year 2014-15, the Company has suffered losses and as per the latest available Financial Statements for the financial year ended 31st March, 2015, the Company has incurred a net loss of Rs.633.4 million.

As per the provisions of Section 197 of the Companies Act, 2013 read with Schedule V to the Act, in case of no profits or inadequate profits, the Company can pay managerial remuneration to its directors including managing director and whole-time director in accordance with Schedule V of the Companies Act, 2013 with the approval of shareholders by way of special resolution. Since the Company has suffered losses during the financial year 2014-15, the consent of the shareholders by way of special resolution is required in respect of payment of remuneration to the above directors in the manner and period as set out in their respective resolutions.

Further as Mr. Soshil Kumar Jain has attained the age of more than 70 years, his appointment is to be approved by the shareholders by passing a special resolution in their general meeting and hence the resolution as set out at item no. 1 of the notice is placed for your approval as Special Resolution.

Particulars required to be disclosed in the Explanatory Statement in accordance with provisions of Clause (A) of Section II of Part II of Schedule V to the Act:

I. General Information

1. Nature of Industry:

The Company is a public limited company, incorporated under the Companies Act, 1956 and having its registered office at Ambala-Chandigarh Highway, Lalru-140501, Punjab. The Company is a leading research based Company engaged in research, manufacture, marketing and export of certain pharmaceutical products and vaccines having a net turnover of Rs.6432.2 million during financial year ending 31st March, 2015.

The Company occupies a niche position in the Indian health management industry through its focus on providing innovative research-based solutions for health management. The Company has well established capabilities and infrastructure in research, manufacturing and marketing of vaccines and pharmaceutical formulations. The Company's brands command excellent market share in their therapeutic segments. According to AIOCD AWACS (MAT June 2015) sales data, Panacea Biotec is amongst the top 60 companies in the Indian Pharmaceutical Market. It has been one of the largest suppliers of vaccines to UNICEF/ Govt. of India/ PAHO etc. until 2011 and still continues to be a major supplier of pentavalent vaccines. Panacea Biotec is a widely held listed Public Limited Company with around 10,000 shareholders and is listed on the NSE & BSE.

2. Date or expected date of commencement of commercial production: The Company is a well-established Company having commenced its commercial manufacturing operations for the first time in the year 1989.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4. Financial performance of the Company in the last three years is as under:

(Rs. in Lacs)

Financial Parameters	Financial Year ended on 31st March, 2015	Financial Year ended on 31st March, 2014	Financial Year ended on 31st March, 2013
Net Turnover	64,322	46,714	53,402
EBITDA	9,436	(9,223)	(8,409)
Net Profit/ (Loss)	(6,523)	(42)	(23,013)

5. Foreign Investments or Collaborations: The details of foreign investments in subsidiaries and joint ventures are as under:

Sl. No.	Name of the Entity	Description of Investment	Number of Shares/ Securities/ Shareholding	Amount (Rs. in Lac)*
1	Rees Investments Ltd., Islands of Guernsey	Equity	1,000	0.0
2	Panacea Biotech International S.A, Switzerland	Equity	6,000	344
3	Panacea Biotech GmbH, Germany (under liquidation)	Equity	2	16

*0.0 under "Rs. in Lac" represents amount less than Rs.50,000.

II. Information about the appointee(s):

1. Mr. Soshil Kumar Jain:

- i) Background details: Mr. Soshil Kumar Jain was earlier re-appointed by the Board of Directors ("the Board") as Whole-time Director designated as Chairman of the Company for a period of five years w.e.f. 1st April, 2011. He has now been re-appointed by the Board as Whole-time Director designated as Chairman of the Company for a period of three years w.e.f. 1st April, 2016 on the terms and payment of remuneration as specified in the resolution:
Mr. Soshil Kumar Jain is a qualified pharmacist with more than 59 years' experience in the pharmaceutical industry. He is the founder promoter & director of Panacea Biotech and has been its Chairman since October 1984. Prior to promoting Panacea Biotech, he was associated with Radicura & Co., a partnership firm engaged in the retail and wholesale trading of pharmaceutical products (formerly known as Radicura Pharmaceuticals Pvt. Ltd.).
- ii) Past remuneration: Mr. Soshil Kumar Jain was re-appointed as Chairman of the Company with effect from 1st April 2011, in accordance with the provisions of Section 269 read with Schedule XIII of the erstwhile Companies Act, 1956. He was being remunerated, for the last three financial years, as under:

(Rs. in lacs)

Financial Year	Salary	Allowances/ Perquisites*	Total	% of net profits u/s 198
2014-15	72.00	8.50	80.50	-
2013-14	72.00	8.32	80.32	-
2012-13	72.00	7.53	79.53	-

*Perquisites value as per Income Tax Act, 1961.

The approval of the Central Government for the protection of remuneration paid to Mr. Soshil Kumar Jain, Chairman of the Company in financial year 2011-12 amounting Rs.1,51,07,217 was obtained vide letter no. SRN No. B39387790/2/2011-CL.VII dated 21.11.2012 in view of unexpected losses during that year. Further, applications for protection/approval of the Central Government for remuneration in the financial year 2012-13 & 2013-14 have been duly filed and requisite approvals are awaited.

- iii) Recognition or awards: Mr. Soshil Kumar Jain is a very renowned and highly respected personality in the Industry.
- iv) Job profile and his suitability: Mr. Soshil Kumar Jain is involved in the strategic planning, vision and formulation of strategies for the Company. Under his able guidance Panacea Biotech has achieved newer milestones with clear focus on driving productivity and performance across all business segments of the Company. His leadership qualities have significantly boosted the revenues and profitability of the Company. He is a motivated mentor with a focused and enlightened ability to foresee the future that has enabled Panacea Biotech to grow over the years in terms of its human capital, net worth, and increased presence in newer markets, therapies and intellectual capital. His unmatched style of working and principle of taking everyone along has helped Panacea Biotech to attain the revenue to the tune of Rs.643.22 Crore during financial year 2014-15 from a rather humble level of Rs.92.5 Crore during financial year 1997-98.
- v) Remuneration Proposed: The terms of remuneration to Mr. Soshil Kumar Jain, proposed to be approved by the shareholders have already been specified in the resolution as set out at item no. 1 of the notice.
- vii) Detail of the remuneration paid by other players in the market to their managerial personnel: As per the information available in public domain, it may be easily inferred that considering the positioning of the Company in the Pharmaceutical Industry, keeping in view his job profile, the size, operations and complexity of the business of the Company, the remuneration proposed to be paid to Mr. Soshil Kumar Jain is very modest in comparison to the Industry players. A brief break-up of the salary provided by other major Industry Players is as under:

(Rs. in Lac)

Name of the Company	Name of Managerial Personnel	Designation of Managerial Personnel	Remuneration paid*	Financial Year ended
Aurobindo Pharma Ltd.	Mr. N. Govindarajan	Managing Director	1,842.60	31.03.2015
Glaxo Smith Kline Pharmaceuticals Ltd.	Dr. H.B. Josphipura	Managing Director	494.83	31.03.2015
Sun Pharmaceuticals Industries Ltd.	Mr. Dilip S. Shanghavi	Managing Director	297.85	31.03.2015
IPCA Laboratories Ltd.	Mr. Premchand Godha	Managing Director	1,256.38	31.03.2015

*Source: Latest Annual Reports of the respective companies as available on the Company's official websites.

- vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Mr. Soshil Kumar Jain does not have any material pecuniary relationship directly or indirectly with the Company or its managerial personnel, other than drawing his remuneration in the capacity as Chairman of the Company and interest on unsecured loans/deposits provided by him from time to time. Mr. Soshil Kumar Jain is related to other directors in the following manner:

Name of the Director	Relationship
Mr. Ravinder Jain	Son
Dr. Rajesh Jain	Son
Mr. Sandeep Jain	Son
Mr. Sumit Jain	Grandson
Mr. Ankesh Jain*	Grandson

*Appointed by the Board as Whole-time Director designated as Director Sales & Marketing w.e.f. 01.04.2016 (Currently working as Head Domestic Pharmaceutical Business) of the Company.

2. Mr. Ravinder Jain:

Mr. Ravinder Jain was earlier re-appointed by the Board of Directors ("the Board") as Managing Director of the Company for a period of five years w.e.f. 1st April, 2011. He has now been re-appointed by the Board as Managing Director of the Company for a period of three years w.e.f. 1st April, 2016 on the terms and payment of remuneration as specified in the resolution.

- i) Background details: Mr. Ravinder Jain was initially appointed as a director of Panacea Biotech in November 1984 and became a Whole-time director in February 1985. He is the eldest son of Mr. Soshil Kumar Jain, Promoter-Director and Chairman of the Company. Mr. Ravinder Jain has been the Managing Director of Panacea Biotech since March 1996.
- ii) Past remuneration: Mr. Ravinder Jain was re-appointed as the Managing Director of the Company w.e.f. 1st April, 2011 in accordance with the provisions of Section 269 read with Schedule XIII of the erstwhile Companies Act, 1956. He was being remunerated, for the last three financial years, as under:

(Rs. in Lac)

Financial Year	Salary	Allowances/ Perquisites*	Total	% of net profits u/s 198
2014-15	72.00	60.37	132.37	-
2013-14	72.00	52.89	124.89	-
2012-13	72.00	48.98	120.98	-

*Perquisites value as per Income Tax Act, 1961.

The approval of the Central Government for the protection of remuneration paid to Mr. Ravinder Jain, Managing Director of the Company in financial year 2011-12 amounting Rs.2,00,62,023/- was obtained vide letter no. SRN No. B39388343/2/2011-CL.VII dated 21st November, 2012 in view of unexpected losses during that year. Further, Applications for protection/approval of the Central Government for remuneration in the financial year 2012-13 & 2013-14 have been duly filed and requisite approvals are awaited. Further, the remuneration paid during financial year 2014-15 exceeded by Rs. 0.82 Lac on account of perquisites and the approval of shareholders was obtained in Annual General Meeting held on 30th September, 2015 for protection of excess remuneration, subject to approval of Central Government.

- iii) Recognition or awards: Mr. Ravinder Jain is a very renowned and highly respected personality in the Industry.
- iv) Job profile and his suitability: Mr. Ravinder Jain has around 34 years' experience in business collaborations and tie-ups, international marketing, business development, finance and corporate administration. He is involved in the overall supervision with emphasis on strategic planning and business development for the Company. Under his motivated leadership Panacea Biotech has set new milestones with clear focus on driving productivity and performance across all business segments of the Company. Under his strategic thinking & leadership, Panacea Biotech has, over the years, created state of the art infrastructure in terms of state-of-the-art manufacturing facilities, R&D centres and sales & distribution network in addition

to several collaborations & tie ups. His zeal, enthusiasm and vision has enabled Panacea Biotec to achieve new standards of performance in terms of financial parameters i.e. increased revenues & shareholders' wealth etc. His spirit of team work has helped Panacea Biotec to attain the revenue to the tune of Rs.643.22 Crore during financial year 2014-15 from a rather humble level of Rs.92.5 Crore during financial year 1997-98.

- v) Remuneration Proposed: The terms of remuneration to Mr. Ravinder Jain, proposed to be approved by the shareholders have already been specified in the resolution as set out at item no. 2 of the notice.
- vi) Detail of the remuneration paid by other players in the market to their managerial personnel: As stated in II. 1. (vi) above.
- vii) Pecuniary Relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Mr. Ravinder Jain does not have any material pecuniary relationship directly or indirectly with the Company or its managerial personnel, other than drawing his remuneration in the capacity as Managing Director of the Company and interest on unsecured loans/deposits provided by him from time to time. Mr. Ravinder Jain is related to other directors in the following manner:

Name of the Director	Relationship
Mr. Soshil Kumar Jain	Father
Dr. Rajesh Jain	Brother
Mr. Sandeep Jain	Brother
Mr. Sumit Jain	Son
Mr. Ankesh Jain*	Brother's son and a member of Soshil Kumar Jain (HUF) of which Mr. Ravinder Jain is a Member.

*Appointed by the Board as Whole-time Director designated as Director Sales & Marketing w.e.f 01.04.2016 (Currently working as Head Domestic Pharmaceutical Business) of the Company.

3. Dr. Rajesh Jain:

Dr. Rajesh Jain was earlier re-appointed by the Board of Directors ("the Board") as Joint Managing Director of the Company for a period of five years w.e.f. 1st April, 2011. He has now been re-appointed by the Board as Joint Managing Director of the Company for a period of three years w.e.f. 1st April, 2016 on the terms and payment of remuneration as specified in the resolution.

- i) Background details: Dr. Rajesh Jain is a Ph.D. holder in Business Administration (Commerce). He also holds a Post Graduate degree in Business Management from Shivaji Institute of Management, Ghaziabad, India and is a science graduate from University of Delhi. He is the second son of Mr. Soshil Kumar Jain, Promoter-Director & Chairman of the Company. He was appointed as a Director of Panacea Biotec Limited in November 1984, became a Whole-time director in February 1985 and currently holds the position of Joint Managing Director since February 2002. He has about 29 years' experience in the pharmaceutical industry and oversees Panacea Biotec's marketing, R&D and business development sectors.
- ii) Past remuneration: Dr. Rajesh Jain was re-appointed as the Joint Managing Director of the Company with effect from 1st April 2011, in accordance with the provisions of Section 269 read with Schedule XIII of the erstwhile Companies Act, 1956. He was being remunerated, for the last three financial years, as under:

(Rs. in Lac)

Financial Year	Salary	Allowances/ Perquisites*	Total	% of net profits u/s 198
2014-15	60.00	13.96	73.96	-
2013-14	60.00	10.75	70.75	-
2012-13	60.00	10.46	70.46	-

*Perquisites value as per Income Tax Act, 1961.

The approval of the Central Government for the protection of remuneration paid to Dr. Rajesh Jain, Joint Managing Director of the Company in financial year 2011-12 amounting Rs.1,30,30,694/- was obtained vide letter no., SRN No. B39388749/2/2011- CL.VII dated 31st October, 2012 in view of unexpected losses during that year. Further, Applications for protection/approval of the Central Government for remuneration in the financial year 2012-13 & 2013-14 have been duly filed and requisite approvals are awaited.

- iii) Recognition or awards: Dr. Rajesh Jain, Joint Managing Director has been ranked as one of the top 40 most influential people in global pharmaceutical industry in the year 2008 in recognition for his vision and focus on prevention through vaccines and its delivery mechanism. He has been the Ex-Chairman of the National Committee on Biotechnology of Confederation of Indian Industry (CII), Northern Region; Vice President of ABLE, Northern Region; a member of the Advisory Committee of the Biotechnology Engineering Faculty in Punjab University, Chandigarh; a member of International WHO's WHO Society, a member of the Pharmaceuticals & Biotechnology Committee of Federation of Indian Chambers of Commerce & Industry (FICCI); a member of the Government of Uttaranchal's Joint Task Force Confederation of Indian Industry (CII); a member of the Advisory Committee of the Biotechnology Teaching Program, Center for Biotechnology of Jawahar Lal Nehru University, New Delhi and a member of Punjab Biotechnology Promotion Board, Govt. of Punjab.
- iv) Job profile and his suitability: Dr. Rajesh Jain is involved in the overall supervision of day-to-day operations with emphasis on Research & Development, business development and marketing. Under his exceptional understanding of the business mantras, Panacea Biotec has an impressive product pipeline and is targeting key therapeutic areas that will deliver new and innovative treatment therapies. As a result of his unlimited energy and enthusiasm, the Company's brands command excellent market share in their therapeutic segments. According to AIOCD AWACS (MAT June, 15) sales data, Panacea Biotec is amongst the top 60 companies in the Indian Pharmaceutical Market with Nephrologists, Dentists, Orthopaedicians and Diabetologists giving the best support.
- v) Remuneration Proposed: The terms of remuneration to Dr. Rajesh Jain, proposed to be approved by the shareholders have already been specified in the resolution as set out at item no. 3 of the notice.
- vi) Detail of the remuneration paid by other players in the market to their managerial personnel: As stated in II. 1. (vi) above.
- vii) Pecuniary Relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Dr. Rajesh Jain does not have any material pecuniary relationship directly or indirectly with the Company or its managerial personnel, other than drawing his remuneration in the capacity as Joint Managing Director of the Company and interest on unsecured loans/deposits provided by him from time to time. Dr. Rajesh Jain is related to other directors in the following manner:

Name of the Director	Relationship
Mr. Soshil Kumar Jain	Father
Mr. Ravinder Jain	Brother
Mr. Sandeep Jain	Brother
Mr. Sumit Jain	Brother's son and a member of Soshil Kumar Jain (HUF) of which Dr. Rajesh Jain is also a Member.
Mr. Ankesh Jain*	Son

*Appointed by the Board as Whole-time Director designated as Director Sales & Marketing w.e.f 01.04.2016 (Currently working as Head Domestic Pharmaceutical Business) of the Company.

4. Mr. Sandeep Jain

Mr. Sandeep Jain was earlier re-appointed by the Board of Directors ("the Board") as Joint Managing Director of the Company for a period of five years w.e.f. 1st April, 2011. He has now been re-appointed by the Board as Joint Managing Director of the Company for a period of three years w.e.f. 1st April, 2016 on the terms and payment of remuneration as specified in the resolution.

- i) Background details: Mr. Sandeep Jain was appointed as a Director of Panacea Biotec in November 1984, became a Whole-time director in February 1985 and currently holds the position of Joint Managing Director, since February 2002. He is the youngest son of Mr. Soshil Kumar Jain, the Promoter-Director & Chairman of the Company. He has about 27 years' experience in the pharmaceutical industry. He is mainly responsible for Panacea Biotec's international marketing, finance, tax laws and regulatory matters. Prior to joining Panacea Biotec Limited, he was associated with Radicura & Co., a partnership firm engaged in the retail and wholesale trading of pharmaceutical products (formerly known as Radicura Pharmaceuticals Pvt. Ltd.).
- ii) Past remuneration: Mr. Sandeep Jain was re-appointed as Joint Managing Director of the Company with effect from 1st April 2011 in accordance with the provisions of Section 269 read with Schedule XIII of the erstwhile Companies Act, 1956. He was being remunerated, for the last three financial years, as under:

(Rs. in Lac)

Financial Year	Salary	Allowances /Perquisites*	Total	% of net profits u/s 198
2014-15	56.40	8.70	65.10	-
2013-14	56.40	8.16	64.56	-
2012-13	56.40	7.35	63.75	-

*Perquisites value as per Income Tax Act, 1961.

The approval of the Central Government for the protection of remuneration paid to Mr. Sandeep Jain, Joint Managing Director of the Company in financial year 2011-12 amounting Rs.1,27,15,123/- was obtained vide letter no., SRN No. B393892592/2011-CL.VII dated 31st October, 2012 in view of unexpected losses during that year. Further, Applications for protection/approval of the Central Government for remuneration in the financial year 2012-13 & 2013-14 have been duly filed and requisite approvals are awaited.

- iii) Recognition or awards: Mr. Sandeep Jain is a renowned and highly respected personality in the Industry.

- iv) Job profile and his suitability: Mr. Sandeep Jain is involved in the overall supervision of day-to-day operations with emphasis on finance, international marketing, tax and regulatory affairs. Under his exceptional understanding of the business principles, the Company is continuously expanding its global aspirations by improving its international marketing efforts into various markets across the globe and is currently exporting its branded formulations in CIS countries, Asia, Europe and African region. Mr. Sandeep Jain has been intensively working on the international marketing efforts of the Company. His duties include increasing the Company's International brand image and is actively exploring opportunities for launching as well as licensing out some of its patented products for manufacture/ marketing in developed countries in Europe, North America and Latin America. His spirit of team work has helped Panacea Biotec to attain the revenue to the tune of Rs.643.22 Crore during financial year 2014-15 from a rather humble level of Rs.92.5 Crore during the financial year 1997-98.
- v) Remuneration Proposed: The terms of remuneration to Mr. Sandeep Jain, proposed to be approved by the shareholders have already been specified in the resolution as set out at item no. 4 of the notice.
- vi) Detail of the remuneration paid by other players in the market to their managerial personnel: As stated in II. 1. (vi) above.
- vii) Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Mr. Sandeep Jain does not have any material pecuniary relationship directly or indirectly with the Company or its managerial personnel, other than drawing his remuneration in the capacity as Joint Managing Director of the Company and interest on unsecured loans/deposits provided by him from time to time. Mr. Sandeep Jain is related to other directors in the following manner:

Name of the Director	Relationship
Mr. Soshil Kumar Jain	Father
Mr. Ravinder Jain	Brother
Dr. Rajesh Jain	Brother
Mr. Sumit Jain	Brother's Son and a Member of Soshil Kumar Jain (HUF) of which Mr. Sandeep Jain is also a Member.
Mr. Ankesh Jain*	Brother's Son and a Member of Soshil Kumar Jain (HUF) of which Mr. Sandeep Jain is also a Member.

*Appointed by the Board as Whole-time Director designated as Director Sales & Marketing w.e.f. 01.04.2016 (Currently working as Head Domestic Pharmaceutical Business) of the Company.

5. Mr. Ankesh Jain

Mr. Ankesh Jain is appointed by the Board of Directors ("the Board") as Additional Director and Whole-time Director designated as Director Sales & Marketing of the Company for a period of three years w.e.f. 1st April, 2016 on the terms and payment of remuneration as specified in the resolution.

- i) Background details: Mr. Ankesh Jain was earlier appointed as Executive Business Development w.e.f. 1st July, 2010. With a strong learning curve, he has grown through spirited hard work and unwavering commitment to business goals. From July, 2010 to October, 2013, he has been actively involved in each and every aspect of business process for R&D, manufacturing, sales & marketing and distribution and also handled an independent territory as Business Development Executive (BDE) for close to 12 months which accustomed him from customer expectations from a pharma company. Since October, 2013, he actively supported the leadership team of domestic pharmaceutical business and took over the position of Head - Domestic Pharmaceutical Business from 1st September, 2014. Post taking over the domestic Pharmaceutical business, the business has shown steady growth in turnover & profits. Mr. Ankesh Jain was also appointed as a director of Adveta Power Pvt. Ltd. in July 2011 (a Joint Venture Company of Panacea Biotec Ltd.). He is the grandson of Mr. Soshil Kumar Jain, Promoter-Director and Chairman of the Company and son of Dr. Rajesh Jain, Joint Managing Director of the Company.
- ii) Past remuneration: Mr. Ankesh Jain is being appointed as Director w.e.f. 01st April, 2016, hence no such details is applicable. However, he was appointed as Executive Business Development w.e.f. 01st July, 2010. He took over the position of Head Domestic Pharmaceutical Business in Panacea Biotec Ltd. w.e.f. 1st September, 2014 and as approved by the Board in its meeting held on 13th August, 2015, Mr. Ankesh Jain is currently drawing a monthly gross salary of Rs.1.50 Lac apart from usual benefits and perquisites as per Company's policy.
- iii) Recognition or awards: None
- iv) Job profile and his suitability: With a strong learning curve, he has grown through spirited hard work and unwavering commitment to business goals. From July 2010 to October 2013, he has been actively involved in each and every aspect of business process for R&D, manufacturing, sales & marketing and distribution and also handled an independent territory as Business Development Executive (BDE) for close to 12 months which accustomed him from customer expectations from a pharma company. Since October 2013, he actively supported the leadership team of domestic pharmaceutical business and took over the position of Head - Domestic Pharmaceutical Business from 1st September, 2014. Post taking over the domestic Pharmaceutical business, the business has shown steady growth in turnover & profits. He has grown through sheer hard work and unwavering commitment to business goals. As part of the career growth & keeping in view future challenges, he has attended a training programme at IIM Ahmedabad on "Young Entrepreneurs". Through this programme, he has learned "How to be a successful entrepreneur" w.r.t. Strategy formulation and implementation, Supply Chain Management, Finance and Accounting, Brand Management, etc.
- v) Remuneration Proposed: The terms of remuneration to Mr. Ankesh Jain, proposed to be approved by the shareholders have already been specified in the resolution as set out at item no. 5 of the notice.
- vi) Details of the remuneration paid by other players in the market to their managerial personnel: As stated in II. 1. (vi) above.
- vii) Pecuniary Relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Mr. Ankesh Jain does not have any material pecuniary relationship directly or indirectly with the Company or its managerial personnel, other than drawing his remuneration in the capacity as Whole-time Director of the Company and interest on unsecured loans/deposits provided by him from time to time. Mr. Ankesh Jain is related to other directors in the following manner:

Name of the Director	Relationship
Mr. Soshil Kumar Jain	Grandfather
Mr. Ravinder Jain	Father's brother and a Member of Soshil Kumar Jain (HUF) of which Mr. Ankesh Jain is also member.
Dr. Rajesh Jain	Father
Mr. Sandeep Jain	Father's Brother and a Member of Soshil Kumar Jain (HUF) of which Mr. Ankesh Jain is also member.
Mr. Sumit Jain	Cousin Brother and a Member of Soshil Kumar Jain (HUF) of which Mr. Ankesh Jain is also member.

A copy each of the resolutions passed by the Nomination & Remuneration Committee of the Board of Directors and the resolution passed by the Board of Directors in their meetings held on 12th February, 2016 and a copy of Articles of Association of the company would be available for inspection without any fees at the registered office and Corporate Office of the Company by the Members, during business hours between 9:00 a.m to 5:00 p.m. on all working days (except Saturday) of the Company upto the date of meeting.

Mr. Soshil Kumar Jain, Mr. Ravinder Jain, Dr. Rajesh Jain, Mr. Sandeep Jain and Mr. Ankesh Jain are concerned or interested in their respective re-appointment/appointment as Whole-time Director, Managing Director and/or Joint Managing Directors, as the case may be. Further, Mr. Soshil Kumar Jain, Mr. Ravinder Jain, Dr. Rajesh Jain, Mr. Sandeep Jain and Mr. Ankesh Jain being related to each other may also be deemed to be concerned or interested in the re-appointment of each other. Mr. Sumit Jain being related to them may also be deemed to be concerned or interested in the resolutions as set out at Item No. 1 to 5 of the notice. Save and except as above, none of the Directors/Key Managerial Personnel, is in any way, concerned or interested in the said resolutions.

Item No. 6:

The Board of Directors had appointed Mr. Mukul Gupta, as an Additional Director w.e.f. 01.04.2016 under the category of non-executive Independent Director of the Company in its meeting held on February 12, 2016. In terms of the provisions of Section 161 of the Companies Act, 2013, he shall hold the office of Director upto the date of ensuing Annual General Meeting of the Company.

The Company has received a notice in writing, along with the requisite deposit, under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose candidature of Mr. Mukul Gupta for the office of Director of the Company.

The Company has received from Mr. Mukul Gupta (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Mukul Gupta as Independent Director of the Company for a term of five consecutive years w.e.f. 1st April, 2016, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. He is not liable to retire by rotation.

A brief profile of Mr. Mukul Gupta, nature of expertise in specific functional area, name of other public companies in which he holds directorship and membership/chairmanship of the committees of the Board of Directors and the particulars of the shareholding as stipulated in Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is appended to the Notice.

In the opinion of the Board of Directors, Mr. Mukul Gupta fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management and his appointment will bring rich experience of dealing with taxation matters as tax consultant especially in the field of Sale Tax, VAT, Service Tax etc.

A copy each of the resolutions passed by the Nomination & Remuneration Committee of the Board of Directors, the resolution passed by the Board of Directors in their meetings held on 12th February, 2016, a copy of the Articles of Association of the company and other relevant documents in connection with the appointment of Mr. Mukul Gupta, would be available for inspection without any fee at the registered office and Corporate Office of the Company by the Members, during business hours between 9:00 a.m to 5:00 p.m. on all working days (except Saturday) of the Company upto the date of meeting.

None of the Directors/Key Managerial Personnel of the Company/their relatives except Mr. Mukul Gupta to whom the resolution relates, and his relatives (to the extent of their shareholding interest in the Company, if any), are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 6.

By order of the Board
For Panacea Biotec Ltd.

Vinod Goel
Group CFO and Head Legal
& Company Secretary

Date: 29th February, 2016

Place: New Delhi

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

MGT-11
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 Extra-Ordinary General Meeting of the Company, to be held at its registered office at Ambala-Chandigarh Highway, Lalru-140 501, Punjab on Wednesday, 30th March, 2016 at 11:30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions	For*	Against*
Special Business			
1	Re-appointment of Mr. Soshil Kumar Jain, Whole-time Director designated as Chairman		
2	Re-appointment of Mr. Ravinder Jain as Managing Director		
3	Re-appointment of Dr. Rajesh Jain as Joint Managing Director		
4	Re-appointment of Mr. Sandeep Jain as Joint Managing Director		
5	Appointment of Mr. Ankesh Jain as Whole-time Director designated as Director Sales & Marketing		
6	Appointment of Mr. Mukul Gupta as an Independent Director of the Company		

Affix
Revenue
Stamp

Signed this _____ day of _____ 2016

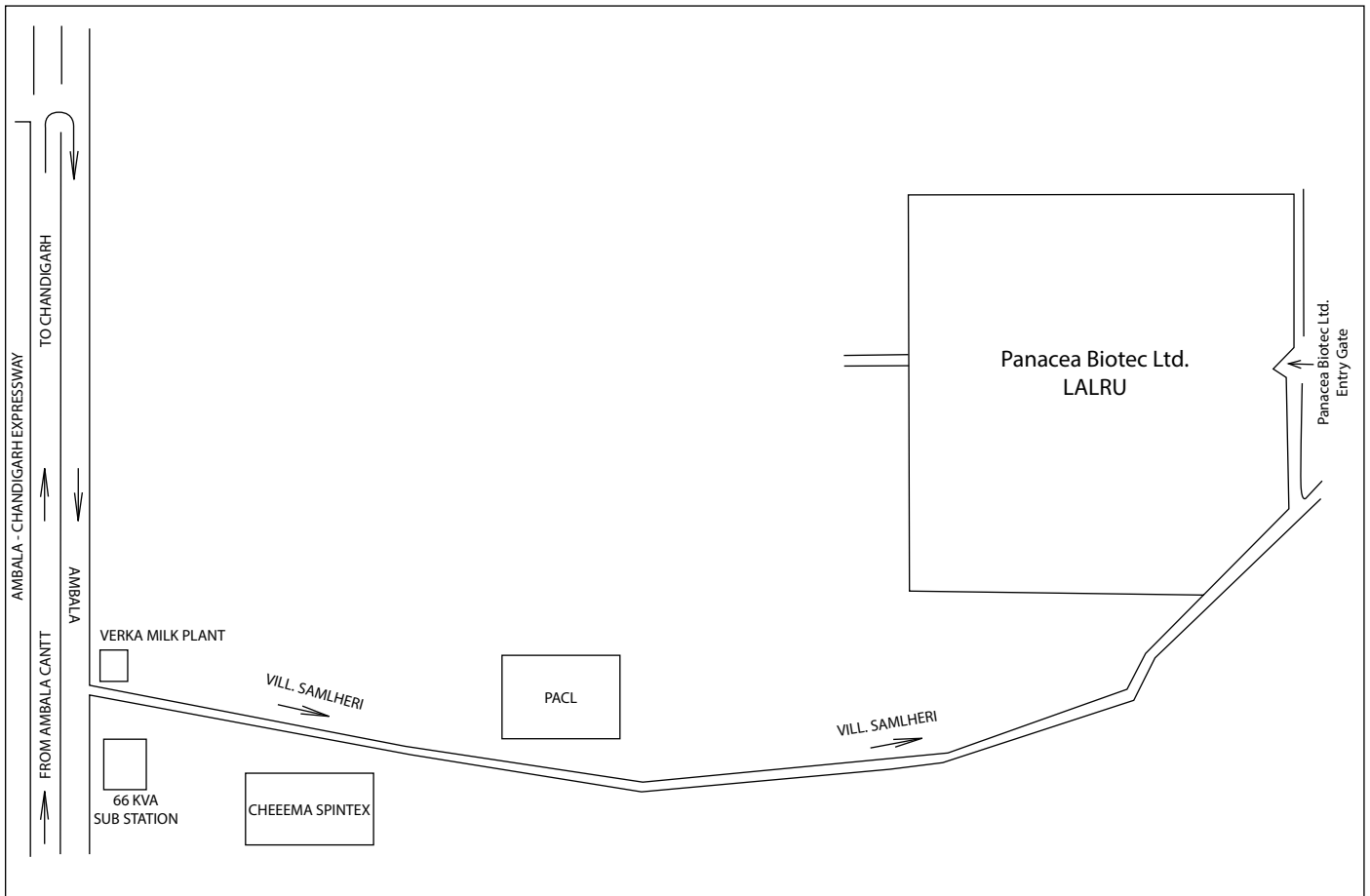
.....
Signature of Proxy Holder(s)

.....
Signature of Shareholder

- 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 Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.

* This is only optional. Please put a 'v' 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.

ROUTE MAP OF AGM VENUE



Panacea Biotec Limited (CIN:L33117PB1984PLC022350)

Secretarial Deptt.

B-1 Extn./G-3, Mohan Co-op. Indl. Estate, Mathura Road, New Delhi - 110 044, INDIA.
Phone: +91-11-4167 9000 Extn. 2081, Fax: +91-11-4167 9075, 4167 9070,
E-mail: companysec@panaceabiotec.com, Website: www.panaceabiotec.com

ATTENDANCE SLIP
EXTRA-ORDINARY GENERAL MEETING

1. Folio / D.P. & Client I.D. No. :
2. Name & Address :
3. Joint Holder(s), if any :
4. No. of Equity Shares held :
5. 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 Wednesday, the 30th day of March, 2016 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.

..... cut here

VOTING THROUGH ELECTRONIC MEANS

Shareholders may please note the electronic voting particulars set out below for the purpose of remote e-voting in terms of section 108 of the Companies Act, 2013 and Regulation 44(1) of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

Commencement of remote e-voting	End of remote e-voting
From 09:00 AM on March 27, 2016	Upto 05:00 PM on March 29, 2016

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

These remote e-voting details and instructions form an integral part of the Notice of the Extra-Ordinary General Meeting to be held on March 30, 2016.

INSTRUCTIONS

A. The Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the Extra-Ordinary General Meeting (EGM) to be held on Wednesday, March 30, 2016, at 11:30 AM. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide the remote 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 remote 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.nsdl.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 remote 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 remote e-voting appears. Clicks on remote e-voting: Active Voting Cycles.
- vii) Select “EVEN” (Remote E-Voting Event Number) of Panacea Biotec 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 remote e-voting user manual for Shareholders available at the download section of NSDL’s remote e-voting website: www.evoting.nsdl.com.
- xiii) You can also update your mobile numbers and email id in the user profile details of the folio which may be used for sending future communication(s).

B. The remote e-voting period commences on March 27, 2016 (9.00 A.M.) and ends on March 29, 2016 (5.00 P.M.). During this period, shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date of March 24, 2016 may cast their votes electronically. The remote 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 Thursday, March 24, 2016.

D. Any person, who acquires shares of the company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. March 24, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

E. A member may participate in the EGM even after exercising his right to vote through remote e-voting but he/she will not be allowed to vote again at the EGM.

F. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only will be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.

G. Mr. Akshit Gupta, Practicing Company Secretary (Membership No. F-8472), Partner M/s U.S. & Associates has been appointed as the Scrutinizer to scrutinize the remote 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 remote e-voting period, unlock 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.

H. 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 48 hours 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.