

**31<sup>st</sup> ANNUAL GENERAL MEETING HELD ON SEPTEMBER 30, 2015  
DECLARATION OF RESULTS OF E-VOTING & POLL ANNOUNCED ON OCTOBER 01, 2015**

The Company had 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> Annual General Meeting which is held on September 30, 2015. The e-voting was open from September 27, 2015 (9.00 A.M.) to September 29, 2015 (5.00 P.M.).

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by the Ministry of Corporate Affairs, Govt. of India, New Delhi, voting by show of hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 31<sup>st</sup> AGM, voting was conducted by means of poll only.

The Company had appointed Mr. Akshit Gupta of M/s. U.S. & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting e-voting & poll and submitted his consolidated report of voting on October 1, 2015. Based on the Scrutinizers' report, the results are as follows:

S. No.	Particulars	Nature of Resolution	Votes cast in favour		Votes Cast Against	
			Number	%	Number	%
<b>Ordinary Business</b>						
1.	Adoption of Audited Standalone & Consolidated Financial Statements for the financial year ended March 31, 2015 & reports of Directors' & Auditors' thereon.	Ordinary	31,529,964	77.33	9,241,333	22.67
2.	Re-appointment of retiring director i.e. Mr. Soshil Kumar Jain	Ordinary	31,529,964	77.33	9,241,333	22.67
3.	Re-appointment of retiring director i.e. Mr. Sumit Jain	Ordinary	31,529,964	77.33	9,241,333	22.67
4.	Ratification of appointment of M/s. Walker ChandioK & Co LLP as Statutory Auditors.	Ordinary	31,529,953	77.33	9,241,333	22.67
<b>Special Business</b>						
5.	Re-appointment & remuneration of Mr. Sumit Jain, as Whole time Director.	Special	31,529,964	77.33	9,241,333	22.67
6.	Appointment of Mrs. Manjula Upadhyay, as an Independent Director.	Ordinary	31,529,964	77.33	9,241,333	22.67
7.	Ratification of remuneration of M/s G.T. & Co., Cost Accountants, Cost Auditors.	Ordinary	40,771,197	100.00	100	0
8.	Protection/ratification of excess remuneration paid to Mr. Ravinder Jain, Managing Director for financial year 2014-15.	Special	31,529,964	77.33	9,241,333	22.67

Based on the combined Report of the Scrutinizers, all the resolutions as set out in the Notice of 31st Annual General Meeting have been duly approved by the Shareholders with requisite majority.

The Scrutinizer's report is enclosed as Annexure hereto.

For Panacea Biotec Ltd.

Date: 01.10.2015  
Place: New Delhi

Sd/-  
Sandeep Jain  
Joint Managing Director

**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

## 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,

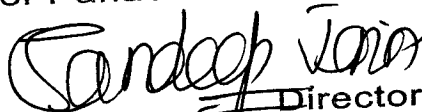
The Chairman of 31<sup>st</sup> Annual General Meeting of  
**Panacea Biotech Limited**  
Ambala-Chandigarh Highway,  
Lalru, Punjab-140501

**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,

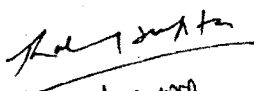
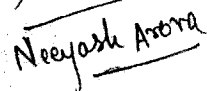
1. **I, Akshit Gupta, Practicing Company Secretary, Partner of U.S. & Associates, Company Secretaries**, have been appointed by the Board of Directors of "Panacea Biotech Limited" (the Company) as Scrutinizer to scrutinize the e-voting process and to Scrutinize voting by means of Poll at the AGM, for 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>.

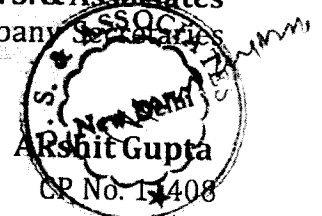
4. In line with the provisions of the Companies Act, 2013 and in term of the clarification issued by MCA, voting by show of hands was not conducted at the General Meeting as e-voting has been offered to the Shareholders. Therefore, at the AGM of the Company, voting was conducted by means of poll under 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>

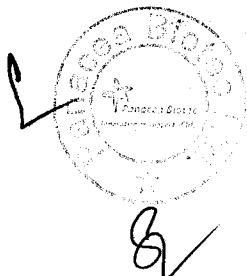
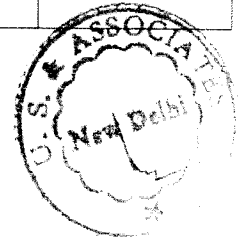
Total Valid Shares (Total Shares)	=	40771297
Votes in Favour (% of Total Valid Shares)	=	77.33%
Votes in Against (% of Total Valid Shares)	=	22.67%
No Voting (% of Total Valid Shares)	=	0.00%

**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:**

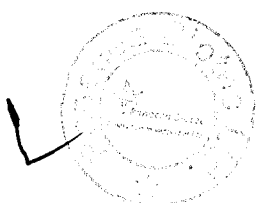
**Ratification of appointment of M/s. Walker Chandlok & Co. LLP,  
Statutory Auditors**

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**

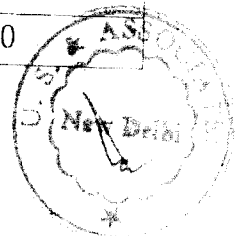
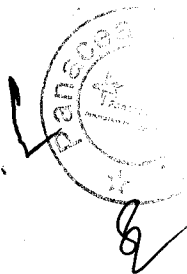
Mode	Number of Voting		Favour		Against	
	Ballots	Votes	Ballots	Votes	Ballots	Votes
E-Voting	29	31084801	23	21843468	6	9241333
Valid Poll	20	9686496	20	9686496	0	0
<b>Total</b>	<b>49</b>	<b>40771297</b>	<b>43</b>	<b>31529964</b>	<b>6</b>	<b>9241333</b>

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>

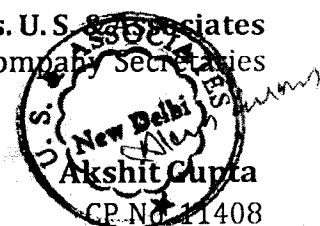
Total Valid Shares (Total Shares) = 40771297  
 Votes in Favour (% of Total Valid Shares) = 77.33%  
 Votes in Against (% of Total Valid Shares) = 22.67%  
 No Voting (% of Total Valid Shares) = 0.00%

For Panacea Biotech Ltd.

  
 Director

Date : 01.10.2015  
 Place : Delhi

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

  
 Akshit Gupta