

# NOTICE

NOTICE is hereby given that the **Twenty Seventh Annual General Meeting** of the Members of Panacea Biotec Ltd. will be held on **Saturday, the 24th day of September, 2011 at 11:00 A.M.** at the Registered Office of the Company at **Ambala-Chandigarh Highway, Lalru - 140 501, Punjab** to transact the following business:

## AS ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Balance Sheet as at March 31, 2011 and the Profit & Loss Account for the year ended on that date and the reports of Directors and Auditors thereon.
- To declare dividend on Equity Shares of the Company.
- To appoint a director in place of Dr. A.N. Saksena, who retires by rotation, and being eligible, offers himself for re-appointment.
- To appoint a director in place of Mr. Sumit Jain, who retires by rotation, and being eligible, offers himself for re-appointment.
- To appoint a director in place of Mr. R.L. Narasimhan, who retires by rotation, and being eligible, offers himself for re-appointment.
- To appoint M/s. S.R. Batliboi & Co., Chartered Accountants, the retiring auditors as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

## AS SPECIAL BUSINESS:

- To consider and if thought fit, to pass, with or without modification(s), the following resolutions as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act"), read with Schedule XIII to the Act and pursuant to Article 115 of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Soshil Kumar Jain as Whole-time Director designated as Chairman of the Company for a period of five years w.e.f. 1st April, 2011 on the following terms and conditions:

### A. REMUNERATION

- Salary : Rs.12,00,000/- per month subject to a maximum of Rs.24,00,000/- per month with the liberty to the Board to review and set the level from time to time.
- Commission : Upto 2% of the profits of the company computed in the manner laid down in section 349 and 350 of the Act, as may be decided by the Board from time to time.
- Perquisites and allowances
  - Housing
    - Company owned/leased furnished house with actual upkeep and maintenance expenses.
    - Expenses pertaining to gas, electricity, water and other utilities will be borne/ reimbursed by the Company.
    - Company shall provide such furniture and furnishing as may be required by the Director.
  - Medical Reimbursement - Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalisation, nursing home and surgical charges for self and family.
  - Leave Travel Assistance - Once a year for self & family as per rules of the Company.
  - Insurance - Payment of Insurance Premium for Life Insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board.
  - Club fees - Membership fee of such clubs as may be considered appropriate including admission and life membership fee.
  - Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per rules of the Company.
  - Gratuity - Upto half a month's salary for each completed year of service.
  - Leave Encashment - As per rules of the Company but not exceeding one month's leave for every 11 months of service.
  - 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.
  - Telephone, Telefax and other communication facilities - The Company shall provide/reimburse expenses in respect of one or more cellular phones (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.

- Security - The Company shall provide for round the clock security at the Director's residence.

## B. OTHER TERMS

- The Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof.
- 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.
- Save and except with the approval of Central Government and/or other applicable authority(ies), the remuneration payable to all the Directors on the Board (including the above said Director) during any year, shall not exceed the amount as may be payable as per the limits prescribed under Section 198 and 309 of the Act and in case the aggregate of the total remuneration payable to all the Directors exceeds the above limits, the amount payable to all the Managing/ Joint Managing Directors and Whole-time Directors (including the above said Director) shall be reduced to the amount permissible as per the said limits and in such event the remuneration payable to the Managing/Joint Managing/Whole-time Directors shall be reduced proportionately unless otherwise decided by the Directors.
- Minimum Remuneration - Save and except with the approval of Central Government and/or other applicable authority(ies), in the event of loss or inadequacy of profits, the total remuneration by way of salary, commission, perquisites and any other allowances payable to the above said Whole-time Director, shall not exceed the limits as prescribed in Para 1(A) of Section II of Part II of Schedule XIII to the Act from time to time.
- 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.
- 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 Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall be deemed to include any Committee constituted) to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to review and set the level of salary and/or change the other terms of remuneration of Mr. Soshil Kumar Jain, which the Board may decide from time to time within and subject to the remuneration and other terms of appointment as approved by the shareholders from time to time.

RESOLVED FURTHER THAT the Directors and Company Secretary 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 to give effect to the resolution."

- To consider and if thought fit, to pass, with or without modification(s), the following resolutions as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 316 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act"), read with Schedule XIII to the Act and pursuant to Article 115 of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Ravinder Jain as Managing Director of the Company for a period of five years w.e.f. 1st April, 2011 on the following terms and conditions:

### A. REMUNERATION

- Salary : Rs.12,00,000/- per month subject to a maximum of Rs.24,00,000/- per month with the liberty to the Board to review and set the level from time to time.
- Commission: Upto 2% of the profits of the company computed in the manner laid down in section 349 and 350 of the Act, as may be decided by the Board from time to time.
- Perquisites and allowances
  - Housing
    - Company owned/leased furnished house with actual upkeep and maintenance expenses.
    - Expenses pertaining to gas, electricity, water and other utilities will be borne/ reimbursed by the Company.
    - Company shall provide such furniture and furnishing as may be required by the Director.
  - Medical Reimbursement - Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalisation, nursing home and surgical charges for self and family.
  - Leave Travel Assistance - Once a year for self & family as per rules of the Company.
  - 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.
  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.
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. Save and except with the approval of Central Government and/or other applicable authority(ies), the remuneration payable to all the Directors on the Board (including the above said Director) during any year, shall not exceed the amount as may be payable as per the limits prescribed under Section 198 and 309 of the Act and in case the aggregate of the total remuneration payable to all the Directors exceeds the above limits, the amount payable to all the Managing/Joint Managing Directors and Whole-time Directors (including the above said Director) shall be reduced to the amount permissible as per the said limits and in such event the remuneration payable to the Managing/Joint Managing/Whole-time Directors shall be reduced proportionately unless otherwise decided by the Directors.
4. Minimum Remuneration - Save and except with the approval of Central Government and/or other applicable authority(ies), in the event of loss or inadequacy of profits, the total remuneration by way of salary, commission, perquisites and any other allowances payable to the above-said Director shall not exceed the limits as prescribed in Para 1(A) of Section II of Part II of Schedule XIII to the Act from time to time.
5. 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.
6. 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 Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall be deemed to include any Committee constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to review and set the level of salary and/or change the other terms of remuneration and/or role/designation of Mr. Ravinder Jain, which the Board may decide from time to time within and subject to the remuneration and other terms of appointment as approved by the shareholders from time to time.

RESOLVED FURTHER THAT the Directors and Company Secretary be and are hereby severally authorised to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the resolution."

9. To consider and if thought fit, to pass, with or without modification(s), the following resolutions as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act"), read with Schedule XIII to the Act and pursuant to Article 115 of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Dr. Rajesh Jain as Joint Managing Director of the Company for a period of five years w.e.f. 1st April, 2011 on the following terms & conditions:

**A. REMUNERATION**

- a) Salary : Rs.10,00,000/- per month subject to a maximum of Rs.20,00,000/- per month with the liberty to the Board to review and set the level from time to time.

- b) Commission: Upto 2% of the profits of the company computed in the manner laid down in section 349 and 350 of the Act, 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.
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.
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. Save and except with the approval of Central Government and/or other applicable authority(ies), the remuneration payable to all the Directors on the Board (including the above said Director) during any year, shall not exceed the amount as may be payable as per the limits prescribed under Section 198 and 309 of the Act and in case the aggregate of the total remuneration payable to all the Directors exceeds the above limits, the amount payable to all the Managing/Joint Managing Directors and Whole-time Directors (including the above said Director) shall be reduced to the amount permissible as per the said limits and in such event the remuneration payable to the Managing/Joint Managing/Whole-time Directors shall be reduced proportionately unless otherwise decided by the Directors.
4. Minimum Remuneration - Save and except with the approval of Central Government and/or other applicable authority(ies), in the event of loss or inadequacy of profits, the total remuneration by way of salary, commission, perquisites and any other allowances payable to the above-said Director shall not exceed the limits as prescribed in Para 1(A) of Section II of Part II of Schedule XIII to the Act from time to time.
5. 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.
6. 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 Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall be deemed to include any Committee constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to review and set the level of salary and/or change the other terms of remuneration and/or role/designation of Dr. Rajesh Jain, which the Board may decide from time to time within and subject to the remuneration and other

terms of appointment as approved by the shareholders from time to time.

RESOLVED FURTHER THAT the Directors and Company Secretary be and are hereby severally authorised to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the resolution."

10. To consider and if thought fit, to pass, with or without modification(s), the following resolutions as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act"), read with Schedule XIII to the Act and pursuant to Article 115 of the Articles of Association of the Company the consent of the Company be and is hereby accorded to the re-appointment of Mr. Sandeep Jain as Joint Managing Director of the Company for a period of five years w.e.f. 1st April, 2011 on the following terms & conditions:

A. REMUNERATION

- a) Salary : Rs.10,00,000/- per month subject to a maximum of Rs.20,00,000/- per month with the liberty to the Board to review and set the level from time to time.
- b) Commission : Upto 2% of the profits of the company computed in the manner laid down in section 349 and 350 of the Act, 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.
  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.
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. Save and except with the approval of Central Government and/or other applicable authority(ies), the remuneration payable to all the Directors on the Board (including the above said Director) during any year, shall not exceed the amount as may be payable as per the limits prescribed under Section 198 and 309 of the Act and in case the aggregate of the total remuneration payable to all the Directors exceeds the above limits, the amount payable to all the Managing/Joint Managing Directors and Whole-time Directors (including the above said Director) shall be reduced to the amount permissible as per the said limits and in such event the remuneration payable to the Managing/Joint Managing/Whole-time Directors shall be reduced proportionately unless otherwise decided by the Directors.

4. Minimum Remuneration - Save and except with the approval of Central Government and/or other applicable authority(ies), in the event of loss or inadequacy of profits, the total remuneration by way of salary, commission, perquisites and any other allowances payable to the above-said Director shall not exceed the limits as prescribed in Para 1(A) of Section II of Part II of Schedule XIII to the Act from time to time.

5. 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.

6. 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 Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall be deemed to include any Committee constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to review and set the level of salary and/or change the other terms of remuneration and/or role/designation of Mr. Sandeep Jain, which the Board may decide from time to time within and subject to the remuneration and other terms of appointment as approved by the shareholders from time to time.

RESOLVED FURTHER THAT the Directors and Company Secretary be and are hereby severally authorised to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the resolution."

11. To consider and if thought fit, to pass with or without modification(s), the following resolutions as a SPECIAL RESOLUTION:

"RESOLVED THAT in continuation to the special resolution passed in the Annual General Meeting held on 29th September, 2007 granting approval pursuant to section 314 and other applicable provisions, if any, of the Companies Act, 1956, regarding appointment of Mr. Shagun Jain to the office or place of profit in the Company, the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall be deemed to include any Committee constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to sanction suitable increments and/or change of role/designation (including promotion in due course to a higher designation), which the Board may, in its own discretion, decide from time to time within and subject to the remuneration and other terms of appointment of Mr. Shagun Jain, as approved by the shareholders and the Central Government from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and sign and execute all documents, forms or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and for matters concerned therewith or incidental thereto."

12. To consider and if thought fit, to pass with or without modification(s), the following resolutions as a SPECIAL RESOLUTION:

"RESOLVED THAT in continuation to the special resolution passed in the Annual General Meeting held on 29th September, 2007 granting approval pursuant to section 314 and other applicable provisions, if any, of the Companies Act, 1956, regarding appointment of Ms. Radhika Jain to the office or place of profit in the Company, the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall be deemed to include any Committee constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to sanction suitable increments and/or change of role/designation (including promotion in due course to a higher designation), which the Board may, in its own discretion, decide from time to time within and subject to the remuneration and other terms of appointment of Ms. Radhika Jain, as approved by the shareholders and the Central Government from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and sign and execute all documents, forms or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and for matters concerned therewith or incidental thereto."

13. To consider and if thought fit, to pass with or without modification(s), the following resolutions as a SPECIAL RESOLUTION:

"RESOLVED THAT in continuation to the special resolution passed in the Annual General Meeting held on 29th September, 2007 granting approval pursuant to section 314 and other applicable provisions, if any, of the Companies Act, 1956, regarding appointment of Ms. Shilpy Jain to the office or place of profit in the Company, the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall be deemed to include any Committee constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to sanction suitable increments and/or change of role/designation (including promotion in due course to a higher designation), which the Board may, in its own discretion, decide from time to time within and subject to the remuneration and other terms of appointment of Ms. Shilpy Jain, as approved by the shareholders from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and sign and execute all documents, forms or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and for matters concerned therewith or incidental thereto."

14. To consider and if thought fit, to pass with or without modification(s), the following resolutions as a SPECIAL RESOLUTION:

"RESOLVED THAT in continuation to the special resolution passed in the Annual General Meeting held on 25th September, 2010 granting approval pursuant to section 314 and other applicable provisions, if any, of the Companies Act, 1956, regarding appointment of Mr. Ankesh Jain to the office or place of profit in the Company, the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall be deemed to include any Committee constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to sanction suitable increments and/or change of role/designation (including promotion in due course to a higher designation), which the Board may, in its own discretion, decide from time to time within and subject to the remuneration and other terms of appointment of Mr. Ankesh Jain, as approved by the shareholders from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and sign and execute all documents, forms or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and for matters concerned therewith or incidental thereto."

By order of the Board  
For Panacea Biotech Ltd.

Place: New Delhi  
Date: 27th July, 2011

Vinod Goel  
G. M. Legal & Company Secretary

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. Shareholders are requested to bring their copy of Annual Report to the Meeting.
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 dematerialised 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 Annual General Meeting.
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. Queries proposed to be raised at the Annual General Meeting may please be sent to the Company at its Registered/Corporate Office, at least 7 days prior to the date of Annual General Meeting to enable the Company to compile the information and answer them in the meeting.
8. The Register of Members and Share Transfer Register will remain closed from Wednesday, the 21st day of September, 2011 to Saturday, the 24th day of September, 2011 (both days inclusive) for the purpose of ascertaining the names of Members entitled to attend the Annual General Meeting.
9. Subject to the provisions of Section 206A of the Act, the dividend on Equity Shares as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid on or before 10th day of October, 2011:
  - i) in respect of shares held in physical form, to those members or their nominee(s) whose names appear in the Register of Members of the Company, as on 24th September, 2011 after giving effect to all valid transfer of shares in physical form lodged with the Company on or before 20th September, 2011 and registered before 24th September, 2011.
  - ii) in respect of shares held in the dematerialised (electronic) form, to those 'deemed members' whose names appear on the statements of beneficial ownership furnished by the Depositories, at the end of business hours on 20th September, 2011 (i.e. the business day immediately preceding the date of commencement of closure of Register of Members and Share Transfer Books, viz. 21st September, 2011).
10. As per the provisions of the Income Tax Act, 1961 as amended by the Finance Act, 2004, the dividend will not be taxable in the hands of the recipient.
11. Members may please note that the Dividend Warrants shall be payable at par at the designated branches of the Bank printed on reverse of the Dividend Warrant for an initial period of 3 months only. Thereafter, the Dividend Warrant on revalidation would be payable only at specified location. The members are, therefore, advised to encash Dividend Warrants within the initial validity period thereof.

12. In order to provide protection against fraudulent encashment of the warrants, shareholders holding shares in physical form are requested to send, to the Company's Registrar & Transfer Agent (RTA) viz. M/s. Skyline Financial Services Pvt. Ltd, D-153 A, 1st Floor, Okhla Indl. Area, Phase-I, New Delhi - 110 020, under the signature of Sole/First Joint Holder, the following information to be printed on the Dividend Warrants:

- i) Name of the Sole/First joint holder
- ii) Folio Number
- iii) Particulars of Bank Account, viz.
  - a) Name of the Bank
  - b) Name of Branch
  - c) Complete address of the Bank with Pin Code Number.
  - d) Account Type-whether Savings (SB) or Current Account (CA)
  - e) Bank Account Number allotted by the Bank.

13. Shareholders holding Shares in electronic form may kindly note that their Bank Account details furnished by their Depositories to the Company will be printed on the Dividend Warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such shareholders for deletion of / change in such Bank details.

Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode (or vice versa). Shareholders who wish to change such Bank Account details are therefore, requested to advise their Depository Participants about such change, with complete details of Bank Account (for Dividend 2010-11 latest by 20th September, 2011).

14. ENational Electronic Clearing Service (NECS) Facility: In view of SEBI's Circular No. DCC/FITTCIR-3/2001 dated October 15, 2001, in respect of payment of dividend, the Company provides the facility of NECS (direct credit into Bank Account) to all shareholders, holding Shares in electronic and physical forms.

Shareholders holding shares in physical form who wish to avail NECS facility, may send their NECS mandate in the prescribed form, which can be downloaded from the Company's website ([www.panaceabiotech.com](http://www.panaceabiotech.com) under the section 'Investors Relations') or can be obtained from the Company's RTA. This service not only protects a shareholder against fraudulent interception and encashment of dividend warrant but also eliminates dependence on the postal system, loss/damage of dividend warrant in transit and correspondence relating to revalidation/issue of duplicate dividend warrant. Requests for payment of dividend through NECS for the year 2010-11 should be lodged with the Company's RTA latest by 20th September, 2011.

15. As provided in Section 205A and 205C of the Companies Act, 1956, dividend for the financial year ended 31st March, 2004 and thereafter, which remain unpaid or unclaimed for a period of 7 years, will be transferred to the Investor Education and Protection Fund (IEP Fund) in respect of any such claims by the IEP Fund. The unclaimed dividend in respect of financial years upto 2002-03 has already been transferred to the IEP Fund.

The information in respect of unclaimed dividend due for transfer to the said Fund in future, is given in the Corporate Governance Report forming part of Annual Report. Shareholders who have not yet encashed their dividend warrant(s) for such period, may send their request for revalidation of Dividend Warrant(s) or issue of duplicate Dividend Warrant(s), as the case may be, to the Company's Corporate Office immediately.

Shareholders may please note that no claims shall lie against the Company or the said Fund in respect of any amounts which were unclaimed or unpaid for a period of 7 years from the dates on which they first became due for payment and no payment shall be made in respect of any such claims.

16. Non-Resident Indian Shareholders are requested to inform the Company's Registrar & Transfer Agent (RTA) immediately.
- a) the particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier;
  - b) any change in their residential status on return to India for permanent settlement.
17. The members holding shares in physical form, are requested to intimate any change in their address to the Company's RTA. Those holding Shares in dematerialised form should intimate any change in their address to their Depository Participants.
18. Securities and Exchange Board of India (SEBI) directed that it shall be mandatory to furnish copy of PAN card to the Company/RTA 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 sent by them.
19. 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.
20. The shareholders who are holding Shares in physical form and have not 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.
21. In all correspondence with the Company and/or the RTA, members are requested to quote their folio number and in case their shares are held in the dematerialised (electronic) form, they must quote their DPID and Client ID number for easy reference and speedy disposal thereof.

22. Consequent upon introduction of Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them. The shareholders holding shares in physical form and desirous of making nominations may send their nomination request in prescribed Form 2B of the Companies (General Rules & Forms), 1956, (which can be obtained from the Company's RTA or downloaded from the Company's web-site www.panacea biotec.com) to the Company's RTA.
23. As required in terms of Clause 49 of the Listing Agreement with the Stock Exchanges, the information pertaining to the Directors seeking appointment / re-appointment in the Annual General Meeting, is given below:
- a) Dr. A. N. Saksena
- Age : 73 years
- Qualification : Post Graduate in Mathematics, Doctorate in Economics, Master's Diploma in Public Administration & Master's Diploma in Total Quality Management.
- Professional Expertise: He has been appointed as a Non-executive Director of the Company since December 2005. He retired in 1996 in the grade of additional secretary to Government of India as Financial Advisor to the Ministry of Petroleum. He has vast experience in the field of finance, accounts, audit, human resource development, corporate governance, legal and general management. Prior to his retirement, he held senior level positions in various Central Government ministries including the Ministry of Shipping & Transport, Petroleum & Natural Gas, HRD, Information & Broadcasting, Law & Justice and Railways. He also held directorships in various public sector companies including ONGC Ltd., Indian Oil Corporation Ltd., Oil India Ltd., etc., during his tenure.
- Directorships : He is director of Possibilities Consultants Pvt. Ltd.
- Committee Membership/ Chairmanship : He is the Chairman of Share transfer cum Investors' Grievance Committee of Panacea Biotec Limited.
- Shareholding in the Company : Nil
- b) Mr. Sumit Jain
- Age : 30 years
- Qualification : Post Graduate diploma in Business Management.
- Professional Expertise: He joined Panacea Biotec Limited in May, 2003 as Manager (Vaccines) and was appointed as Whole-time Director in July 2005. He has about 11 years experience in the pharmaceutical industry. He is currently acting as Director (Operations & Projects) and oversees the upcoming projects and is also responsible for the administrative matters of Panacea Biotec's Lalru and Baddi facilities. He also oversees the Supply Chain Management of the Company. Prior to joining Panacea Biotec, he was associated with Radicura & Co. Ltd. as Executive Director.
- Directorships : He is a director of Radicura & Co. Ltd., Chiron Panacea Vaccines Pvt. Ltd., PanEra Biotec 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 358,500 Equity Shares of Re.1 each, comprising 0.59% shareholding of the Company.
- c) Mr. R. L. Narasimhan
- Age : 70 years
- Qualification : Post Graduate degree in Science from Madras University.
- Professional Expertise: He retired as the Deputy Director General, Central Statistical Organization, to the Government's Ministry of Statistics & Programme Implementation in New Delhi and has held various senior and middle level positions in various Government ministries. Prior to his positions with the Government, Mr. R.L. Narasimhan has also worked with Hoechst Pharmaceuticals Ltd., Chennai, a multinational pharmaceutical company. His expertise lies in the field of budgeting, data management, programme evaluation & research and marketing.
- Directorships : He is a director of Best On Health Limited.
- Committee Membership/ Chairmanship : He is the Chairman of Audit Committee, Remuneration Committee and Selection Committee of Panacea Biotec Limited.
- Shareholding in the Company : Nil.
- d) Mr. Soshil Kumar Jain
- Age : 78 years
- Qualification : Qualified Pharmacist.
- Professional Expertise: He has more than 55 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.).
- Directorships : He is a director of PanEra Biotec Pvt. Ltd., Neophar Alipro Ltd., Advaita Power Ventures Pvt. Ltd. and White Pigeon Estate Pvt. Ltd.
- Committee Membership/ Chairmanship : He is the Chairman of Executive Committee of Panacea Biotec Limited.
- Shareholding in the Company : He holds 5,000,000 Equity Shares of Re.1 each, comprising 8.16% shareholding of the Company.
- e) Mr. Ravinder Jain
- Age : 53 years
- Qualification : Matriculate.
- Professional Expertise: Mr. Ravinder Jain has around 30 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 Best On Health Foods Limited, Best General Insurance Company Ltd., Lakshmi & Manager Holdings Ltd. and Panacea Biotec FZE .
- Committee Membership/ Chairmanship : He is the member of Share transfer cum Investors' Grievance Committee and Executive Committees of Panacea Biotec Limited and Audit Committee of Lakshmi & Manager Holdings Limited.
- Shareholding in the Company : He holds 4,646,200 Equity Shares of Re.1 each, comprising 7.59% shareholding of the Company.
- f) Dr. Rajesh Jain
- Age : 47 years
- Qualification : Dr. Rajesh Jain is a holder of Ph.D. in Business Administration (Commerce), a Post Graduate degree 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).
- Directorships : He is a director of PanEra Biotec Pvt. Ltd., Chiron Panacea Vaccines Pvt. Ltd., Panacea Biotec FZE, NewRise Healthcare Pvt. Ltd., Panacea Biotec GmbH, White Pigeon Estate Pvt. Ltd. and Advaita Power Ventures Pvt. Ltd.
- Committee Membership/ Chairmanship : He is a member of Executive Committee of Panacea Biotec Limited .
- Shareholding in the Company : He holds 5,713,500 Equity Shares of Re.1 each, comprising 9.33% shareholding of the Company.
- g) Mr. Sandeep Jain
- Age : 45 years
- Qualification : Mr. Sandeep Jain is a commerce graduate 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 Biotech Private Limited and Neophar Alipro Limited.

Committee Membership/ Chairmanship : He is the member of Executive Committee of Panacea Biotech Limited.

Shareholding in the Company : He holds 4,792,100 Equity Shares of Re.1 each, comprising 7.82% shareholding of the Company.

24. The Ministry of Corporate Affairs ("MCA") has taken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by Companies vide its Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 stating that the service of official documents by the Companies to its members can be made through electronic mode.

Considering the move taken by the MCA as a welcome step for the society at large, the Company henceforth proposes to send various notices/ documents like Notices of General Meetings, Audited Financial Statements, Auditors' Report, Directors' Report, Financial Results, etc. in electronic form to the e-mail IDs available with company. If you still wish to receive the above documents in physical form, the same shall be made available upon receipt of a request from you.

All the official documents including Annual Report of the company, circulated to the Members of the Company through electronic mode, will be made available on the Company's website i.e. www.panaceabiotec.com. The members holding shares in demat mode may update their e-mail IDs with their respective depository participants to ensure that the Annual Reports and other documents reach them at their preferred e-mail IDs and where the shares are held in physical form, please get your e-mail IDs registered or updated in the records of the Company.

25. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, alongwith the Particulars required to be disclosed in the Explanatory Statement in accordance with provisions of clause (c) of Section II of Part II of Schedule XIII of the Companies Act, 1956, in respect of Special Businesses set out at item no. 7 to 14 are given below:

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

Item no. 7 to 10:

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, 2006 subject to the approval of shareholders. The approval of shareholders for such re-appointment was obtained by way of passing necessary resolutions at the Annual General Meeting held on 30th September, 2006.

As per the provisions of Sections 198, 269 and 309 read with Schedule XIII to the Companies Act, 1956, a Company having profits in a financial year, may pay any remuneration to the managerial person(s) by way of salary, perquisites, commission and other allowances which shall not exceed 5% of its net profits for one such managerial person and if there are more than one such managerial person, 10% of its net profits for all of them together.

As recommended by the 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 27th January, 2011, 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 5 years w.e.f. 1st April, 2011, subject to the approval from the shareholders of the Company.

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. 7 of the notice is placed for your approval as Special

Resolution and resolutions as set out at item no. 8 to 10 of the notices are recommended for your approval as Ordinary Resolution.

The abstract of the terms of remuneration of the above said Directors, as required to be sent pursuant to Section 302 of the Act, has already been sent to the members of the Company within the stipulated time.

A copy each of the resolutions passed by the shareholders at the Annual General Meeting held on 30th September, 2006, the resolutions passed by the Remuneration Committee of the Board of Directors and the resolutions passed by the Board of Directors in their meeting held on 27th January, 2011, are open for inspection of the Members, during business hours between 11.00 A.M. to 1.00 P.M. on all working days of the Company, upto the date of the meeting, at the Registered Office of the Company.

Mr. Soshil Kumar Jain, Mr. Ravinder Jain, Dr. Rajesh Jain and Mr. Sandeep Jain are concerned or interested in their respective re-appointments as Whole-time Director, Managing and Joint-Managing Directors. Further, Mr. Soshil Kumar Jain, Mr. Ravinder Jain, Dr. Rajesh Jain and Mr. Sandeep 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. 7 to 10 of the notice. Save and except as above, none of the Directors, is in any way, concerned or interested in the said resolutions.

Item no. 11 to 14:

Mr. Shagun Jain and Ms. Radhika Jain (son in law and daughter, respectively of Mr. Ravinder Jain, Managing Director) were appointed as Deputy General Manager – Systems and Sr. Manager, respectively, of the Company, being an Office or Place of Profit in the Company, w.e.f. 1st April, 2007 and their appointments were approved by the members in the annual general meeting held on 29th September, 2007. Since the remuneration proposed to be paid to them was more than the limit then prescribed under section 314(1B) of the Companies Act, 1956, the necessary approval of the Central Government was also obtained in this regard.

Further, Ms. Shilpy Jain (wife of Mr. Sumit Jain, Director (Operations and Projects)) and Mr. Ankesh Jain (son of Dr. Rajesh Jain, Joint Managing Director) were appointed as Manager Food & Beverages and Executive Business Development, respectively, of the Company, being an Office or Place of Profit in the Company, w.e.f. 1st August, 2006 and 1st July, 2010 respectively, and their appointments were approved by the shareholders in the annual general meeting held on 30th September, 2006 and 25th September, 2010, respectively. Further, the remuneration of Ms. Shilpy Jain was increased w.e.f. 01.04.2007 which was duly approved by the shareholders in their Annual General Meeting held on 29th September, 2007.

The company appraises the performance of all its employees (including those appointed during the year) from time to time and suitable increments & promotions are given. Accordingly, your Directors had felt it appropriate to seek the approval of members for authorizing the Board for granting suitable increments and/or change of role/designation (including promotion in due course to a higher designation), of aforesaid persons, which the Board may decide from time to time in the manner as stated in resolutions at item no. 11 to 14 above.

Hence the resolutions as set out at item no. 11 to 14 of the notice are recommended for your approval as Special Resolutions.

A copy each of the resolutions passed by the shareholders at the Annual General Meeting held on 30th September, 2006, 29th September, 2007 & 25th September, 2010 and the resolutions passed by the Board of Directors in their meeting held on 27th July, 2011, are open for inspection of the Members, during business hours between 11.00 A.M. to 1.00 P.M. on all working days of the Company, upto the date of the meeting, at the Registered Office of the Company.

Save and except Mr. Soshil Kumar Jain, Mr. Ravinder Jain, Dr. Rajesh Jain, Mr. Sandeep Jain and Mr. Sumit Jain being related to the aforesaid persons and hence deemed to be interested in the matter, none of the Directors are any way concerned or interested in the resolutions given under item no. 11 to 14 above.

By order of the Board  
For Panacea Biotech Ltd.

Place: New Delhi  
Date: 27th July, 2011

Vinod Goel  
G. M. Legal & Company Secretary

# ATTENDANCE SLIP

## Panacea Biotec Limited

Regd. Office : Ambala-Chandigarh Highway, Lalru - 140 501, Punjab.  
Corporate & Secretarial Office : B-1 Extn. / G-3, Mohan Co-op. Indl. Estate, Mathura Road, New Delhi - 110 044

1. Full name of shareholder/proxy .....
2. Folio / Demat Account Number .....
3. If proxy, full name of the shareholder .....

I hereby record my presence at the 27th Annual General Meeting of the Company,  
being held at its registered office at Ambala-Chandigarh Highway, Lalru-140 501,  
Punjab, on Saturday, the 24th day of September, 2011 at 11:00 A.M.

(Signature of the Shareholder/Proxy)

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

## Panacea Biotec Limited

Regd. Office : Ambala-Chandigarh Highway, Lalru - 140 501, Punjab.  
Corporate & Secretarial Office : B-1 Extn. / G-3, Mohan Co-op. Indl. Estate, Mathura Road, New Delhi - 110 044

### PROXY

I/We ..... resident of ..... being a Member/Members  
of Panacea Biotec Ltd. hereby appoint ..... resident of .....  
..... or failing him ..... resident of ..... as my/our Proxy to  
attend and vote for me/us on my/our behalf at the 27th Annual General Meeting of the Company, to be held at its registered office at Ambala-Chandigarh  
Highway, Lalru-140 501, Punjab on Saturday, the 24th day of September, 2011 at 11:00 A.M. and at any adjournment thereof.

\*I wish my above Proxy to vote in the manner as indicated in the box below:

Item No.	Resolutions	For	Against
1.	Adoption of Annual Accounts for the Financial Year 2010-11.		
2.	Declaration of Dividend.		
3.	Re-appointment of retiring Director i.e. Dr. A.N. Saxena.		
4.	Re-appointment of retiring Director i.e. Mr. Sumit Jain.		
5.	Re-appointment of retiring Director i.e. Mr. R.L. Narasimhan.		
6.	Appointment of M/s. S.R. Batliboi & Co. as Statutory Auditors.		
7.	Re-appointment of Mr. Soshil Kumar Jain as Whole-time Director designated as Chairman.		
8.	Re-appointment of Mr. Ravinder Jain as Managing Director.		
9.	Re-appointment of Dr. Rajesh Jain as Joint Managing Director.		
10.	Re-appointment of Mr. Sandeep Jain as Joint Managing Director.		
11.	Authority to sanction increments /change of role/designation, etc. in case of Mr. Shagun Jain.		
12.	Authority to sanction increments /change of role/designation, etc. in case of Ms. Radhika Jain.		
13.	Authority to sanction increments /change of role/designation, etc. in case of Ms. Shilpy Jain.		
14.	Authority to sanction increments /change of role/designation, etc. in case of Mr. Ankesh Jain.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2011

Folio / Demat Account No. \_\_\_\_\_

No. of Shares \_\_\_\_\_

Affix 30 paise  
Revenue  
Stamp

Signature of Shareholder/  
1st Jointholder across the revenue stamp

#### Notes :

- The Proxy, to be effective, should be deposited at the Registered/Corporate Office of the Company, not later than FORTY EIGHT HOURS before the commencement of the aforesaid meeting. A Proxy need not be a member of the Company.
- This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



**Panacea Biotec**

*Innovation in support of life*

**Panacea Biotec Ltd.**

*Secretarial Deptt.*

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

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E-mail: [companysec@panaceabiotec.com](mailto:companysec@panaceabiotec.com), Website: [www.panaceabiotec.com](http://www.panaceabiotec.com)