



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:** corporate@panaceabiotec.com
Tel: +91 11 41679000, **Fax:** +91 11 41679070

NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting of the Members of Panacea Biotec Limited ('the Company') will be held on **Wednesday, 28th day of September, 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:

ORDINARY BUSINESS:

1. To consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 and the report Auditors thereon and in this regard, if thought fit, pass the following resolution(s) as an **Ordinary Resolution(s)**:

(a) "RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and the Auditors thereon laid before this meeting, be and are hereby considered and adopted."

(b) "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. Ravinder Jain (DIN 00010101), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Ravinder Jain (DIN: 00010101), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as director, liable to retire by rotation."

3. To appoint a Director in place of Dr. Rajesh Jain (DIN 00013053), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Dr. Rajesh Jain (DIN: 00013053), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as director, liable to retire by rotation."

4. To consider and ratify the appointment of M/s Walker Chandiook & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and pursuant to the recommendations of the Audit Committee and the Board, the appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants (ICAI Firm Registration No. 001076N/N500013), who have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of the Companies (Audit and Auditors) Rules, 2014, as statutory auditors of the Company, approved in the 30th Annual General Meeting held on September 25, 2014 until the conclusion of 35th Annual General Meeting, be and is hereby ratified in this Annual General Meeting till the conclusion of the next Annual General Meeting, with such remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. To consider and ratify the remuneration of Cost Auditors and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), M/s G.T. & Co., Cost Accountants, appointed as Cost Auditors of the Company, by the Board of Directors to conduct the audit of the cost records of the Company for the financial year 2016-17 at a remuneration of Rs.75,000 (Rupees Seventy Five Thousand Only) (including out of pocket expenses as may be incurred in connection with the audit but excluding out of pocket expenses as may be incurred in connection with the outstation travels as per actuals) and Service Tax and/or other tax, as may be applicable, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution."

By order of the Board
For Panacea Biotec Ltd.

Vinod Goel
Group CFO and Head Legal
& Company Secretary

Place : New Delhi
Date : August 12, 2016

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT 32ND ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**

The instrument appointing proxy should however, be deposited at the Registered/Corporate Office of the Company not less than forty-eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. Members/proxies/authorised representatives 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 Saturday, 24th day of September, 2016 to Wednesday, 28th day of September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
9. The Board of Directors has decided to continue to invest the internal accruals in the business of the Company and hence it has not recommended any dividend on the Equity as well as Preference Shares of the Company.
10. As provided in Section 205A and 205C of the Companies Act, 1956, dividend for the financial year ended March 31, 2010 and thereafter, which remain unpaid or unclaimed for a period of 7 years, will be transferred to the Investor Education and Protection Fund ('IEPF'). The unclaimed dividend of Rs.1,88,968 in respect of financial year 2007-08 has already been transferred to the IEPF on November 30, 2015.

As per the provisions of IEPF (Uploading of information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012, the Company has also uploaded the details of unpaid and unclaimed amounts lying with the company as on September 30, 2015 (date of last AGM) on the website of the Company and also on the website of Ministry of Corporate Affairs, Govt. of India.

Members, 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 well before the due date of transfer to IEPF.

The information in respect of transfer of Unpaid and Unclaimed dividend to IEPF in future is given hereunder:

Financial Year	Date of declaration of dividend	Last date for claiming unclaimed dividend	Due date for transfer of dividend
2009-10	25.09.2010	24.10.2017	23.11.2017
2010-11	24.09.2011	23.10.2018	22.11.2018

11. Non-Resident Indian Members 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.
12. 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 such change to their Depository Participant.
13. **The Members 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.**
14. **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.**
15. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. **Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company/RTA.** All prospective members acquiring shares in physical form are also requested to provide a copy of their PAN card along with

their request for registration of transfer/transmission/transposition of shares of the Company.

16. 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 form, they must quote their DP ID and Client ID number for easy reference and speedy disposal thereof.
17. 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.
18. The Ministry of Corporate Affairs, Government of India, has taken a 'Green Initiative in Corporate Governance' by allowing paperless compliances by the companies and has issued circulars allowing Companies to send official documents to their members electronically to prevent global environment degradation.

In support of the Green Initiative, your Company proposes to send the documents i.e. Notice convening General Meetings, Annual Report containing Audited Financial Statements, Directors' Report, Auditors' Report, etc. and other communications in electronic form.

The members are therefore, requested to support this Green Initiative through registering or updating their e-mail ID with your DP, if the shares are held in electronic form or with RTA, in case shares are held in physical form.

19. The Annual Report for the financial year 2015-16 will be sent through email to those members who have registered their email addresses with the Company/depository participants. The Annual Report will also be available on our website viz. www.panaceabiotec.com. The physical copy of the Annual Report will be 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 Annual Report for the financial year 2015-16, 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, he/she may register his/her email address with his/her depository participant or send their consent at investorgrievances@panaceabiotec.com along with his/her folio no. and valid email address for registration.

20. **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 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), 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 32nd Annual General Meeting to be held on September 28, 2016, at 11.30 A.M. 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 Annual General Meeting and forms an integral part of Notice of Annual General Meeting.

The remote e-voting period commences on September 25, 2016 (9.00 A.M.) and ends on September 27, 2016 (5.00 P.M.). During this period, members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date of September 23, 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 member, the member shall not be allowed to change it subsequently.

Any person who has acquired shares and become members of the Company after the dispatch of the notice of AGM and holding shares as on the cut-off date of September 23, 2016, may obtain user ID and password for remote e-voting by sending a request to the Company's RTA or NSDL.

In case of any queries, you may refer the "Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members" available at the 'downloads' section of www.evoting.nsdl.com.

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

Phone No.+91 22 24994262/24994738, Toll free no. 1800222990

Email ID: evoting@nsdl.co.in.

21. Since the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the Annual General Meeting. The members who will be physically present at the Annual General Meeting shall be provided with polling papers to cast their votes at the meeting.
22. The members 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.
23. 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 September 23, 2016.
24. 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 and physical polling process in a fair and transparent manner.
25. The results of the resolutions passed at the AGM of the Company shall be declared within 48 hours of conclusion of AGM. The results declared along with the Scrutinizer's Report shall be simultaneously placed on the Company's website www.panaceabiotec.com and on the website of NSDL and shall also be communicated to BSE Ltd. and National Stock Exchange of India Ltd.
26. All documents 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 the 32nd Annual General Meeting of the Company. The aforesaid documents will also be available for inspection by members at the Meeting.
27. As required in terms of Regulation 36(3) of SEBI (LODR) Regulations, the information pertaining to the Directors seeking re-appointment in the Annual General Meeting is given below:

a) Mr. Ravinder Jain

Age: 59 Years

Qualification: Matriculate

Professional Expertise: Mr. Ravinder Jain 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 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 financial and operational performance.

Inter-se relationship between directors: He is related to Mr. Soshil Kumar Jain, Dr. Rajesh Jain, Mr. Sandeep Jain, Mr. Sumit Jain and Mr. Ankesh Jain.

Directorships: He is a director of Cabana Structures 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.

b) Dr. Rajesh Jain

Age: 52 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 has around 30 years' experience in the pharmaceutical industry and oversees Panacea Biotec's marketing, R&D and business development sectors. He 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 as 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 organization.

Inter-se relationship between directors: He is related to Mr. Soshil Kumar Jain, Mr. Ravinder Jain, Mr. Sandeep Jain, Mr. Sumit Jain and Mr. Ankesh Jain.

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. He also holds 65,70,000, 0.5% Cumulative Non-Convertible & Non-Participating Redeemable Preference Shares of Rs.10 each, comprising 40.31% of total Preference Share Capital of the Company.

Statement pursuant to Section 102 of the Companies Act, 2013

The Following Statement sets out all material facts relating to Special Business mentioned in the Notice:

Item No. 5

The Board, on the recommendations of the Audit Committee, has approved the appointment of M/s G.T. & Co, Cost Accountants, as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year 2016-17 at a remuneration of Rs.75,000/- (Rupees Seventy Five Thousand Only) (including out of pocket expenses as may be incurred in connection with the audit but excluding out of pocket expenses as may be incurred in connection with the outstation travels as per actuals) and Service Tax and/or other tax, as may be applicable.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014 the remuneration payable to the Cost Auditors shall be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee and the same shall be subsequently ratified by the members of the Company at a general body meeting.

Accordingly, consent of the members is sought by passing an ordinary resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2016-17.

None of the Directors/Key Managerial Personnel/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution

By order of the Board

For Panacea Biotec Ltd.

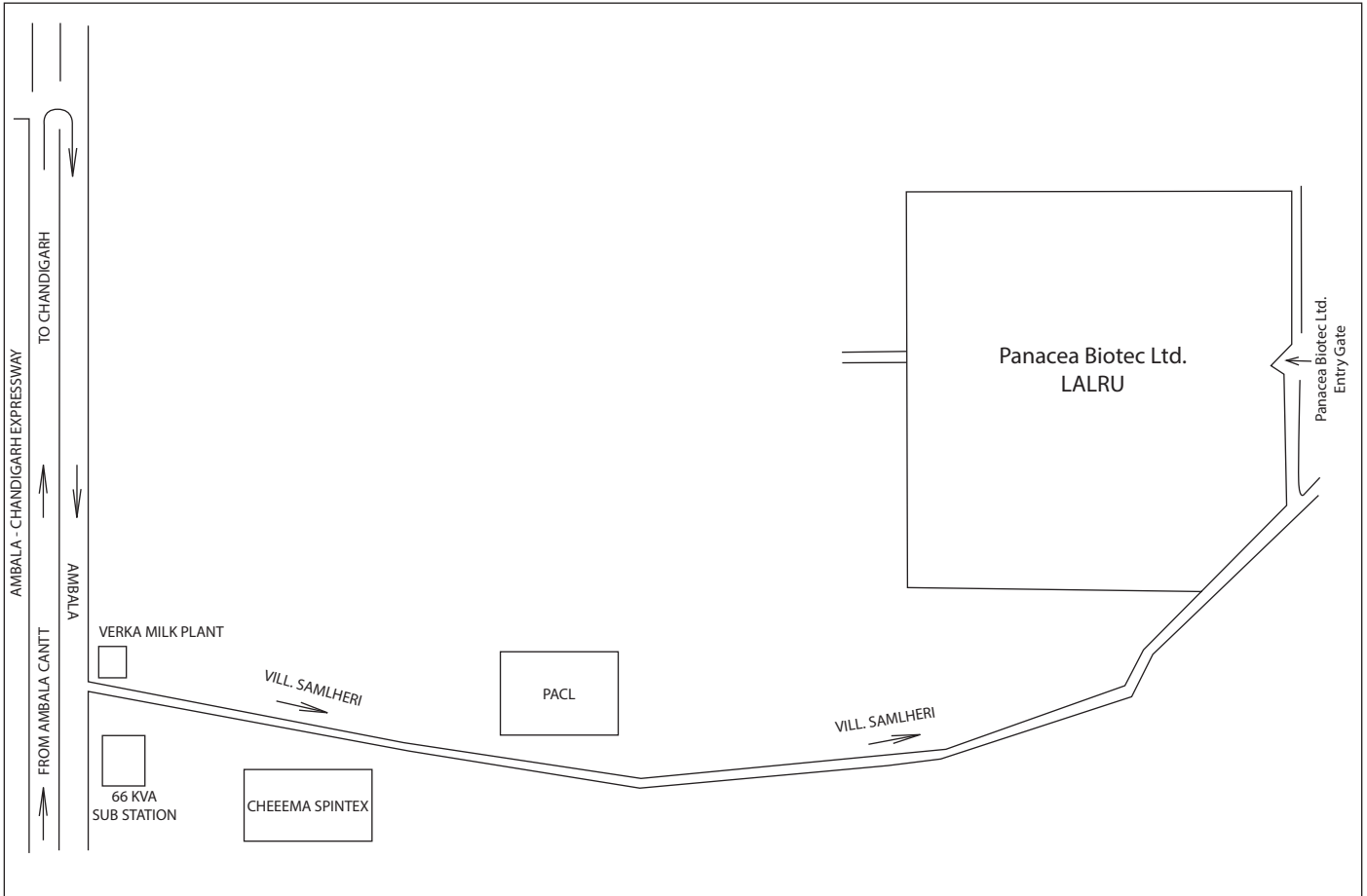
Vinod Goel

Group CFO and Head Legal
& Company Secretary

Place : New Delhi

Date : August 12, 2016

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 9070,

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FORM OF PROXY

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

Name of the Member/ First Joint Shareholder
in case of shares are held in Joint names :

Registered Address :

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:

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **32nd Annual General Meeting** of the members of the Company to be held on **Wednesday, 28th day of September, 2016 at 11:30 a.m.** at its registered office at Ambala-Chandigarh Highway, Lalru-140 501, Punjab and at any adjournment thereof in respect of such resolutions as are indicated below:

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

S.No.	Resolutions	For	Against
Ordinary business			
1	Consider and adopt: a) Audited Financial Statements for the Financial Year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon. b) Audited Consolidated Financial Statements for the Financial Year ended March 31, 2016 and the Report of the Auditors thereon.		
2	Re-appointment of retiring director i.e. Mr. Ravinder Jain.		
3	Re-appointment of retiring director i.e. Dr. Rajesh Jain.		
4	Ratification of appointment of M/s Walker Chandiook & Co. LLP as Statutory Auditors.		
Special business			
5	Ratification of remuneration of M/s G.T. & Co, Cost Accountants, Cost Auditors of the Company.		

*Applicable for investors holding shares in electronic form.

Signed this day of 2016

Affix
Revenue
Stamp

.....
Signature of Shareholder

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

Notes :

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than forty-eight hours before the commencement of the Annual General Meeting ("AGM").**
2. **A proxy need not be a member of the Company and shall prove his identity at the time of attending the AGM.**
3. 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 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 member.
4. Appointing a proxy does not prevent a member from attending the AGM in person if he so wishes. When a member appoints a Proxy and both the member and Proxy attend the AGM, proxy will stand automatically revoked.
5. This is only optional. Please put ('✓') 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 at the AGM in the manner he/she thinks appropriate.
6. In case of Joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
8. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable laws. Incomplete form or form which un-stamped or inadequate stamped or form upon which the stamps have not been cancelled will be treated as invalid.
9. Undated proxy form will not be considered valid. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.



PANACEA BIOTEC LIMITED

(CIN:L33117PB1984PLC022350)

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

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

Tel: +91 11 41679000, Fax:+91 11 41679070

Sl. No.

ATTENDANCE SLIP **32ND ANNUAL 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 32nd Annual General Meeting of the Company, being held at its registered office at Ambala-Chandigarh Highway, Lalru-140 501, Punjab, on Wednesday, the 28th day of September, 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.



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 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 September 25, 2016	Upto 05:00 PM on September 27, 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 32nd Annual General Meeting to be held on September 28, 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 32nd Annual General Meeting ("AGM") to be held on Wednesday, 28th day of September, 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 AGM 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 AGM 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 September 25, 2016 (9.00 A.M.) and ends on September 27, 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 September 23, 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 Friday, September 23, 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 of the cut-off date i.e. September 23, 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 AGM even after exercising his right to vote through remote e-voting but he/she will not be allowed to vote again at the AGM.
- 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 AGM 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 and physical polling 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 of the resolutions passed at the AGM of the Company shall be declared within 48 hours of conclusion of AGM. The results declared along with the Scrutinizer's Report shall also be simultaneously placed on the Company's website www.panaceabiotec.com and on the website of NSDL and shall also be communicated to BSE Ltd. and National Stock Exchange of India Ltd.