



Panacea Biotec Limited

(CIN:L33117PB1984PLC022350)

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

Corp. Office: B-1 Extn./G-3, Mohan Co-operative Indl. Estate, Mathura Road, New Delhi - 110 044

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

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

NOTICE

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Members of Panacea Biotec Limited ("the Company") will be held on **Wednesday, September 27, 2017 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:

- To consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 including Auditors' Report thereon and in this regard, if thought fit, pass the following resolution(s) as an **Ordinary Resolution**:
 - "RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and the Auditors thereon laid before this meeting, be and are hereby considered and adopted."
 - "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 including Auditors' Report thereon laid before this meeting, be and are hereby considered and adopted."
- To appoint a Director in place of Mr. Sandeep Jain (DIN: 00012973), 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. Sandeep Jain (DIN: 00012973), who retires by rotation and being eligible, offered himself for re-appointment, be and is hereby re-appointed as director, liable to retire by rotation."
- To appoint a Director in place of Mr. Sumit Jain (DIN: 00014236), 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. Sumit Jain (DIN: 00014236), who retires by rotation and being eligible, offered himself for re-appointment, be and is hereby re-appointed as director, liable to retire by rotation."
- 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 Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the recommendations of the Audit Committee and the Board of Directors and pursuant to the resolution passed by the Members of the Company at the 30th Annual General Meeting ("AGM") held on September 25, 2014, 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, be and is hereby ratified by the members of the Company to hold office from the conclusion of this AGM till the conclusion of the next AGM of the Company, at such remuneration as may be decided by the Board of Directors of the Company.

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."

SPECIAL BUSINESS:

- 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 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) 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 2017-18 at a remuneration of Rs.85,000/- (Rupees Eighty 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 GST or other Govt. levies, 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 : May 30, 2017

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT 33RD ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy, in order to be effective, must be deposited at the Registered/Corporate Office of the Company, duly completed and signed, not less than forty-eight (48) hours before the commencement of the AGM. A Proxy Form for the AGM is enclosed herewith.

Pursuant to the provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder, 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.

- The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning Special Business set out in the Notice is annexed hereto.
- Corporate Members intending to send their authorized representative(s) to attend the AGM are requested to send to the Company a duly certified true copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the AGM.
- Members/proxies/authorised representatives are requested to bring their copy of Annual Report to the AGM.
- Members/ proxies/ authorised representatives should fill the attendance slip and hand over the same at the entrance for attending the AGM.

6. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the AGM.
 7. In case of joint holders attending the AGM, only such joint holder whose name appears at the top in the hierarchy of names shall be entitled to vote.
 8. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, September 20, 2017 to Wednesday, September 27, 2017 (both days inclusive) for the purpose of AGM. The cut-off date to determine the eligibility for the purpose of voting through electronic means and physical voting at the AGM is Wednesday, September 20, 2017.
 9. All relevant documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by members at the Registered Office as well as the Corporate Office of the Company during normal business hours between 10:00 a.m. to 12:00 noon on all working days up to and including the date of the 33rd AGM of the Company. The aforesaid documents will also be available for inspection by members at the AGM.
 10. The Statutory Registers required to be kept open for inspection at the AGM of the Company under the Act read with Rules made thereunder, will be available for inspection at the AGM venue by any person having the right to attend the AGM.
 11. Members desirous of seeking any information relating to the annexed Audited Financial Statements of the Company for the financial year ended March 31, 2017 or propose to raise any queries at the AGM, may please write to the Company at its Registered/Corporate Office, at least 7 days prior to the date of AGM to enable the Company to compile the information and answer them in the meeting.
 12. Pursuant to the provisions of Section 124 of the Act, and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules, 2016"), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government.
As per the provisions of IEPF (Uploading of information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the company as on September 28, 2016 (date of last AGM) on the website of the Company and the same can be accessed through the link: <http://panacea-biotec.com/partnerzone/dividend2016.pdf>. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in.
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 |
- Attention of the Members is also drawn to the provisions of Section 124(6) of the Act which require a company to transfer all the shares in respect of which dividend has not been paid or claimed for seven (7) consecutive years or more, in the name of IEPF Authority.
- In accordance with the aforesaid provision of the Act read with IEPF Rules, 2016, as amended from time to time, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2010-11 or earlier financial years has not been paid or claimed by the members for seven (7) consecutive years or more. Members are advised to visit the web-link: <http://www.panaceabiotec.com/unpaiddividend.html> to ascertain details of shares liable for transfer in the name of IEPF Authority.
13. The members holding shares in physical form are requested to intimate changes pertaining to their bank account details, change of address, change of e-mail address, contact numbers etc., if any, to the Company's RTA. Members holding Shares in dematerialised form should intimate any such change to their Depository Participant.
 14. 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.
 15. **The members who are holding Shares in physical form and have not yet got exchanged their old Share Certificate(s) 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.**
 16. **Equity Shares of the Company are under Compulsory Demat segment. 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 to the Corporate Office of the Company.**
 17. 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 a self-attested copy of their PAN Card 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.
 18. **In all correspondence(s) 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.**
 19. Pursuant to Section 72 of the Act, the 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 can be downloaded from the Company's website through the link: http://panacea-biotec.com/partnerzone/NominationForm2B_new.pdf) to the RTA of the Company. Members holding shares in demat form may contact their respective Depository Participants for recording of nomination.
 20. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's RTA for consolidation into a single folio.
 21. 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.
 22. In terms of Regulation 36(1) of Listing Regulations, soft copy of full Annual Report for the financial year 2016-17 is being sent through email to all those members who have registered their email addresses with the Company/Depository Participants for communication purposes. The physical copy of the Annual Report is being sent in the permitted mode to those members who have either opted for the same or have not registered their email addresses with the Company/Depository Participants.
 23. Electronic copy of the Notice of the 33rd AGM of the Company along with Attendance Slip inter alia indicating the process and manner of remote e-voting and Proxy Form is being sent to all the members who have registered their email addresses with the Company/Depository Participants for communication purposes. The physical copy of the Notice of the 33rd AGM of the Company along with Attendance Slip inter alia indicating the process and manner of remote e-voting and Proxy Form is being sent in the permitted mode to those members who have either opted for the same or have not registered their email addresses with the Company/Depository Participants.

24. 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.
25. Members may also note that the Notice of the 33rd AGM and the Annual Report for the financial year 2016-17 will also be available on the Company's website viz. www.panaceabiotec.com. The members will be entitled to a physical copy of the Annual Report for the financial year 2016-17, 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.
26. **The Notice of AGM will be sent to those Members / beneficial owners whose name will appear in the Register of Members / list of beneficiaries received from the depositories as on Friday, August 25, 2017. A person who is not a member as on the cut-off date i.e. Wednesday, September 20, 2017, should treat this Notice for information purposes only.**
- Any person who has acquired shares and become member of the Company after the dispatch of this Notice and holding shares as on the cut-off date i.e. September 20, 2017, may obtain copy of notice of AGM and the Annual Report by sending a request to the Company or Company's RTA.
27. **VOTING THROUGH ELECTRONIC MEANS:**
- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is pleased to provide remote e-voting facility to its members to cast their votes electronically on all resolutions set forth in this Notice. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide the remote e-voting facility. Remote e-voting is optional.
- 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 AGM and forms an integral part of Notice.**
- The remote e-voting period commences on Sunday, September 24, 2017 (from 09:00 a.m. IST) and ends on Tuesday, September 26, 2017 (upto 05:00 p.m. IST). During this period, members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. September 20, 2017 may cast their votes electronically. The remote e-voting module shall forthwith 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 member of the Company after the dispatch of this Notice and holding shares as on the cut-off date i.e. September 20, 2017, 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.
28. **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 AGM.** For the members who do not have access or cast their votes by remote e-voting, facility for voting through polling paper shall be provided at the AGM and members attending the AGM who have not already casted their votes by remote e-voting shall be able to cast their votes at the AGM. However, the members who have casted their votes by remote e-voting prior to the date of the AGM may also attend the AGM but shall not be entitled to cast their vote again.
29. 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 at the AGM will not be considered.
30. The voting rights of the members for remote e-voting and physical voting at the AGM shall be in proportion to the paid-up value of their shares in the total paid-up share capital of the Company carrying voting rights, as on the cut-off date, being September 20, 2017.
31. 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.
32. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall within 48 hours from the conclusion of the AGM, make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the AGM or a person authorized by him in writing, who shall countersign the same.
33. The results of the voting shall be declared after the submission of consolidated scrutinizer's report either by Chairman of the AGM or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions. The results declared along with the scrutinizer's report(s) 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. Further, the results of the voting shall also be displayed on the notice board of the Company at its Registered Office as well as Corporate Office.
34. As required in terms of Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government, the information pertaining to the Directors seeking re-appointment in the AGM is given below:
- A. Mr. Sandeep Jain
- Age : 51 Years
 - Qualification: Senior Secondary
 - Original date of appointment: November 15, 1984
 - Professional Expertise: Mr. Sandeep Jain is involved in the overall supervision of day-to-day operations with emphasis on finance, international marketing, regulatory affairs and taxation. He has experience of around 32 years' in the pharmaceutical industry. 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 includes 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.
 - Inter-se relationship between directors: He is related to Mr. Soshil Kumar Jain, Dr. Rajesh Jain, Mr. Ravinder Jain, Mr. Sumit Jain and Mr. Ankesh Jain.
 - Directorships held in other Companies as on date:
 - PanEra Biotec Pvt. Ltd.; and
 - Neophar Alipro Ltd.
 - Committee Membership/Chairmanship of other Companies as on date: Nil
 - Shareholding in the Company: 47,92,100 Equity Shares of face value of Re.1 each comprising 7.82% of total Equity Share Capital of the Company and 31,60,000, 0.5% Cumulative Non-Convertible & Non-Participating Redeemable Preference Shares of Rs.10/- each comprising 19.38% of total Preference Share Capital of the Company.
 - No. of Board Meetings attended during the year: 3
Mr. Sandeep Jain is Joint Managing Director and is liable to retire by rotation. He has drawn remuneration of Rs. 6.5 million during the financial year 2016-17.
- B. Mr. Sumit Jain
- Age : 37 Years
 - Qualification: Post Graduate Diploma in Business Management
 - Original date of appointment: July 22, 2015
 - 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 experience of around 17 years' in the pharmaceutical industry. He is currently acting as Director (Operations & Projects) and oversees the 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 Infra Ltd. as an Executive Director.

- v. Inter-se relationship between directors: He is related to Mr. Soshil Kumar Jain, Dr. Rajesh Jain, Mr. Ravinder Jain, Mr. Sandeep Jain and Mr. Ankesh Jain.
- vi. Directorships held in other Companies as on date:
 - a. Radicura Infra Limited;
 - b. Sunanda Infra Limited;
 - c. Cabana Structures Limited;
 - d. Nirmala Buildwell Private Limited;
 - e. Radhika Heights Limited as Managing Director;
 - f. PanEra Biotec Private Limited;
 - g. Panacea Life Sciences Limited; and
 - h. White Pigeon Estate Private Limited
- vii. Committee Membership/Chairmanship of other Companies as on date: Nil
- viii. Shareholding in the Company: 3,58,500 Equity Shares of face value of Re.1 each comprising 0.59% of total Equity share capital of the Company.
- ix. No. of Board Meetings attended during the year: 2

Mr. Sumit Jain is Whole-time Director and is liable to retire by rotation. He has drawn remuneration of Rs.4.4 million during the financial year 2016-17.

- 35. The route map showing directions to reach the venue of the 33rd AGM of the Company along with the land mark is annexed hereto and forms part to this Notice.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5

The Board of Directors, on the recommendations of the Audit Committee, has in its meeting held on May 30, 2017, 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 2017-18 at a remuneration of Rs.85,000/- (Rupees Eighty 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 / GST or other Govt. levies 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 and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), 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 for ratification of the remuneration payable to the Cost Auditors for the financial year 2017-18.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 5 of the Notice.

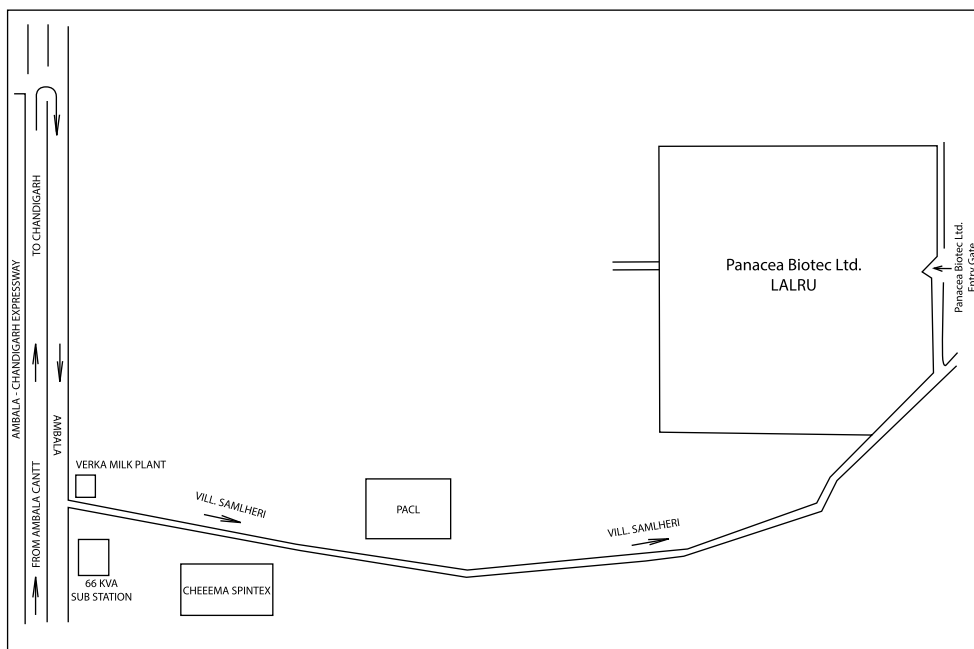
The Board of Directors recommends the resolution as set out at Item No. 5 for the approval of the Members as an Ordinary Resolution.

By order of the Board
For Panacea Biotec Ltd.

Vinod Goel
Group CFO and Head Legal
& Company Secretary

Place : New Delhi
Date : May 30, 2017

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

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



Panacea Biotec Limited
(CIN:L33117PB1984PLC022350)

Regd. Office: Ambala-Chandigarh Highway, Lalru – 140 501, Punjab
Corp. Office: B-1 Extn./G-3, Mohan Co-operative Indl. Estate, Mathura Road, New Delhi - 110 044
Website: www.panaceabiotec.com **E-mail:** companysec@panaceabiotec.com
Tel: +91 11 41679000, **Fax:** +91 11 41679070

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(s) :

Registered Address :

E-mail id :

Folio no. / DP ID / Client ID :

I/We being the member(s) of shares of Panacea Biotec Limited, 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:

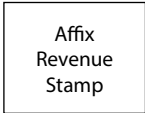
and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting (“AGM”) of the members of the Company to be held on **Wednesday, September 27, 2017 at 11:30 A.M.** at its registered office at **Ambala-Chandigarh 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.	Resolution(s)	For	Against
Ordinary business			
1.	Consider and adopt: (a) Audited Financial Statements for financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon. (b) Audited Consolidated Financial Statements for the financial year ended March 31, 2017 including Auditors’ Report thereon		
2.	Re-appointment of retiring director i.e. Mr. Sandeep Jain.		
3.	Re-appointment of retiring director i.e. Mr. Sumit Jain.		
4.	Ratification of appointment of M/s. Walker ChandioK & Co. LLP as Statutory Auditors and fixing their remuneration.		
Special business			
5.	Ratification of remuneration of M/s. G.T. & Co., Cost Auditors.		

Signed this day of 2017

.....
Signature of shareholder



.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

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 (48) HOURS BEFORE THE COMMENCEMENT OF THE 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 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.
- *4. This is only optional. Please put ('√') in the appropriate column against the resolutions indicated in the Box. If a member leaves the 'For' or 'Against' column blank against any or all the resolutions, his/her Proxy will be entitled to vote (on Poll) at the AGM in the manner he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the AGM in person and voting at the AGM if he/she so wishes. When a member appoints a Proxy and both the member and Proxy attend the AGM, proxy will stand automatically revoked.
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 remains unstamped or inadequately 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.
10. 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
Corp. Office: B-1 Extn./G-3, Mohan Co-operative Indl. Estate, Mathura Road, New Delhi - 110 044
Website: www.panaceabiotec.com **E-mail:** companysec@panaceabiotec.com
Tel: +91 11 41679000, **Fax:** +91 11 41679070

Sl. No.

ATTENDANCE SLIP
33RD ANNUAL GENERAL MEETING

1. Folio No./ D.P. & Client I.D. No :
2. Name of the Sole/First Holder :
3. Registered Address :
:
:
4. Names of the Joint Holder(s) if any :
5. No. of Equity Shares held :
6. Name of the Proxy / Authorised Representative, if any :

I/ we hereby record my/our presence at the 33rd Annual General Meeting of the Company, being held at its registered office at Ambala-Chandigarh Highway, Lalru-140 501, Punjab, on Wednesday, September 27, 2017 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 read with Rule 20 of the Companies (Management and Administration), Rules, 2014 as amended from time to time and Regulation 44 of the 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
Sunday, September 24, 2017 (from 09:00 a.m. IST)	Tuesday, September 26, 2017 (upto 05:00 p.m. IST)

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 33rd Annual General Meeting to be held on September 27, 2017.

INSTRUCTIONS

- A. The Company is pleased to provide remote e-voting facility to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 33rd Annual General Meeting ("AGM") to be held on Wednesday, 27th day of September, 2017, at 11:30 A.M. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide the remote e-voting facility. Remote e-voting is optional.

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. Click on remote e-voting: Active Voting Cycles.
 - vii) Select "EVEN" (Remote E-Voting Event Number) of Panacea Biotech 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 'downloads' 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 Sunday, September 24, 2017 (from 09:00 A.M. IST) and ends on Tuesday, September 26, 2017 (upto 05:00 P.M. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. September 20, 2017 may cast their votes electronically. The remote e-voting module shall forthwith be disabled by NSDL for voting thereafter.
- C. The voting rights of the members shall be in proportion to the paid-up value of their shares in the total paid-up share capital of the Company carrying voting rights, as on the cut-off date, being Wednesday, September 20, 2017.
- 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 20, 2017, may obtain user ID and password for remote e-voting 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 polling 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, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall within 48 hours from the conclusion of the AGM, make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the AGM or a person authorized by him in writing.
- 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 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. Further, the results of the voting shall also be displayed on the notice board of the Company at its Registered Office as well as Corporate Office.