

**EXTRA-ORDINARY GENERAL MEETING HELD ON JANUARY 06, 2015**

**DECLARATION OF RESULTS OF E-VOTING & POLL  
ANNOUNCED ON JANUARY 06, 2015**

The Company had, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, provided e-voting facility to the members to cast their votes electronically on the resolution set forth in the Notice convening the Extra-Ordinary General Meeting (“EGM”) which was held on January 06, 2015. The e-voting was open from December 31, 2014 to January 01, 2015.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by show of hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the EGM, voting was conducted by means of poll.

The Board of Directors had appointed Mr. Akshit Gupta of M/s. U.S. & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the e-voting & poll and submitted his consolidated report on January 06, 2015. Based on the Scrutinizers’ report, the results are as follows:

S.No	Resolution	Nature of Resolution	% votes cast in favour	% Votes Cast Against
Special Business				
1.	Issue and allotment of 0.5% Non-Convertible Cumulative Redeemable Preference Shares of Rs.10 each on Private Placement Basis to Promoters and their Relatives aggregating Rs.34.30 Crore.	Special	82.61	17.39

Based on the combined report of the Scrutinizers, the Special Resolution as set out in the Notice of Extra-Ordinary General Meeting has been duly approved by the Shareholders with requisite majority.

The Scrutinizer’s reports are enclosed as Annexure to this result.

**For Panacea Biotec Ltd.**

**Sd/-**  
**Soshil Kumar Jain**  
**Chairman**

Place: Lalru, Punjab  
Date: 06.01.2015

**PANACEA BIOTEC LIMITED**

**CIN:L33117PB1984PLC022350**

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

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

**Website:** www.panaceabiotec.com **E-mail:** companysec@panaceabiotec.com **Tel:** +91 11 41679000, **Fax:** +91 11 41679075

## **Scrutinizer's Report-Combined**

[Pursuant to Section 108,109 of the Companies Act, 2013 and Rule 20, 21 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement]

To,

The Chairman of  
The Extra-Ordinary General Meeting of the Equity Shareholders of  
Panacea Biotec Limited  
Held on 6<sup>th</sup> January, 2015 at Ambala-Chandigarh Highway, Lalru, Punjab-140501

Report on e-voting and voting by Poll conducted at Extra-Ordinary-General Meeting of the Equity Shareholders of Panacea Biotec Limited, held on Tuesday, 6th January, 2015 at 11.30 A.M.at the Registered Office of the Company at Ambala-Chandigarh Highway, Lalru,Punjab-140501

Dear Sir,

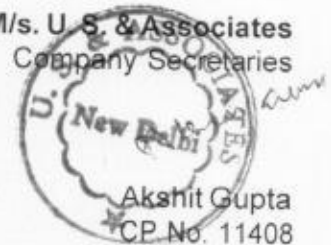
1. As per the provisions of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Listing Agreement, the Company had provided the facility of electronic voting ("e-voting") to the shareholders to cast their votes electronically on the resolution (Special Resolution) proposed in the Notice of the Extra Ordinary General Meeting ("EGM").
2. In line with the provisions of the Companies Act, 2013 and in term of the clarification issued by MCA, voting by show of hands was not conducted at the General Meeting as e-voting has been offered to the Shareholders. Therefore, at the EGM of the Company, voting was conducted by means of poll under Rule 21 of the Companies (Management and Administration) Rules, 2014.
3. I, Akshit Gupta, Partner of U.S. & Associates, Company Secretaries, was appointed as Scrutinizer to scrutinize the e-voting process and also voting by means of Poll at the EGM and for ascertaining the requisite majority on e-voting and also on Poll carried out for the resolution (Special Resolution) proposed to be passed at the EGM of the Shareholders of the Company
4. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof on the resolution contained in the Notice of Extra Ordinary General Meeting. Our responsibilities as scrutinizers are restricted to make a Scrutinizers' Report of the votes cast "For" or "Against" the resolution stated in the Notice.



5. The Company has appointed National Securities Depository Limited (NSDL) (the Authorized Agency for e-voting) as the service provider, for providing the facility of electronic voting to the shareholders of the Company. The service provider has provided a system for recording the votes of the shareholders electronically on the item of the business (Special Business) sought to be transacted in the EGM of the Company. The Service provider accordingly has set up e-voting facility on their website <https://evoting.nsdl.com>.
6. Based on the report generated from the e-voting system provided by NSDL and votes casted on Poll, we submit the consolidated results of e-voting and Poll as annexed herewith (Annexure-I).
7. Based on the above voting, the resolution (Special resolution) carried on with requisite majority, accordingly we request the Chairman of the EGM to declare the result of the meeting.

Date : 06.01.2015  
Place : Lalru, Punjab

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



Resolution 01:**Special Resolution for Issue and Offer of Redeemable Preference Shares on Private Placement Basis**

Mode	Number of Voting		Favour		Against	
	Ballots	Votes	Ballots	Votes	Ballots	Votes
E-Voting	32	43250773	24	34009199	8	9241574
Poll	11	9894956	11	9894956	0	0
<b>Total</b>	<b>43</b>	<b>53145729</b>	<b>35</b>	<b>43904155</b>	<b>8</b>	<b>9241574</b>

Total Valid Shares (Total Shares)	=	53145729
Votes in Favour (% of Total Valid Shares)	=	82.611%
Votes in Against (% of Total Valid Shares)	=	17.389%
No Voting (% of Total Valid Shares)	=	0.00%



## Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman of Extra-Ordinary General Meeting of the Members of  
Panacea Biotech Limited ("the Company")  
held on Tuesday, 6<sup>th</sup> January, 2015 at 11.30 A.M. at Ambala-Chandigarh Highway,  
Lalru, Punjab-140501

REPORT ON E-VOTING CONDUCTED FOR EXTRA-ORDINARY GENERAL MEETING OF  
THE EQUITY SHAREHOLDERS OF PANACEA BIOTECH LIMITED, HELD ON TUESDAY,  
THE 6<sup>TH</sup> DAY OF JANUARY, 2015 AT 11.30 A.M. AT THE REGISTERED OFFICE OF  
THE COMPANY AT AMBALA-CHANDIGARH HIGHWAY, LALRU - 140 501, PUNJAB

Dear Sir,

1. As per the provisions of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Listing Agreement, the Company had provided the facility of electronic voting ("e-voting") to the shareholders to cast their votes electronically on the resolution (Special Resolution) proposed in the Notice of the Extra-Ordinary General Meeting ("EGM").
2. I, Akshit Gupta, Partner of U.S. & Associates, Company Secretaries, was appointed as Scrutinizer to scrutinize the e-voting process at the EGM and for ascertaining the requisite majority on e-voting carried out for the resolution proposed to be passed at the EGM of the Shareholders of the Company.
3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof on the resolution contained in the Notice of Extra-Ordinary General Meeting. Our responsibilities as scrutinizers are restricted to make a Scrutinizers' Report of the votes cast "For" or "Against" the resolution stated in the Notice.
4. The Company has appointed National Securities Depository Limited (NSDL) (the Authorized Agency for e-voting) as the service provider, for providing the facility of electronic voting to the shareholders of the Company. The service provider has provided a system for recording the votes of the shareholders electronically on the item of the business (Special business) sought to be transacted in the EGM of the Company. The Service provider accordingly has set up e-voting facility on their website <https://evoting.nSDL.com>.



5. Based on the report generated from the e-voting system provided by NSDL results of e-voting as under:

**Resolution 1. Special Resolution for Issue and Offer of Redeemable Preference Shares on Private Placement Basis**

i. Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
24	34009199	78.63

ii. Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	9241574	21.37

iii. **Invalid** Votes:

Total number of members (person or proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

6. Based on the above e-voting and after considering results of poll at the EGM, we request the Chairman of the EGM to declare the result of the meeting forthwith.

Date 06.01.2015  
Place Lalru, Punjab

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



## MGT-13

### **Scrutinizer's Report**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
of Extra-Ordinary General Meeting of the Members  
of Panacea Biotec Limited  
held on 6<sup>th</sup> January, 2015 at Ambala-Chandigarh Highway,  
Lalru, Punjab-140501

Report on voting by Poll conducted at Extra-Ordinary General Meeting of the Equity Shareholders of Panacea Biotec Limited, held on Tuesday, the 6<sup>th</sup> January, 2015 at 11:30 A.M. at the Registered Office of the Company at Ambala-Chandigarh Highway, Lalru, Punjab-140501

Dear Sir,

I, CS Akshit Gupta of M/s. U S & Associates, Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution (Special Resolution), at the Extra-Ordinary General Meeting of the Equity Shareholders of Panacea Biotec Limited, held on Tuesday, the 6<sup>th</sup> January, 2015 at 11.30 A.M. at the Registered Office of the Company at Ambala- Chandigarh Highway, Lalru, Punjab-140501, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. I did not find any poll paper as invalid.
4. The result of the Poll is as under:



**Resolution 1. Special Resolution for Issue and Offer of Redeemable Preference Shares on Private Placement Basis**

i. Voted in **favour** of the resolution:

Number of members Present & voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	98,94,956	100%

ii. Voted **against** the resolution:

Number of members Present & voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii. **Invalid Votes:**

Total number of members (person or proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid, for this resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully,

Date 06.01.2015  
Place Lalru, Punjab

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

