

**RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING)  
ANNOUNCED ON SEPTEMBER 22, 2014**

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the approval of the Members of the Company was sought by way of Postal Ballot for the following Special Resolutions:

1. Raising of funds by way of issue of equity shares and/or other securities for an amount upto Rs.250 Crore;
2. Borrowing powers of the Board of Directors upto Rs.1,500 Crore; and
3. Creation of Charges/Mortgages on the Company's properties, in respect of borrowings upto Rs.1,500 Crore.

The last date for casting of vote through e-voting and to receive the Postal Ballot Forms, duly completed and signed by the Members, was September 17, 2014 before 6:00 pm.

The Board of Directors had appointed Mr. Akshit Gupta of M/s. U.S. & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. He has submitted his report dated September 20, 2014 on the Postal Ballot & e-voting and the following results were announced on September 22, 2014 at the corporate office of the Company:

Sl. No.	Particulars	Resolution No. 1		Resolution No. 2		Resolution No.3	
		No. of Postal Ballots / e-voting	No. of Shares Voted	No. of Postal Ballots / e-voting	No. of Shares Voted	No. of Postal Ballots / e-voting	No. of Shares Voted
a.	Postal Ballot Forms received	64	99,21,548	64	99,21,548	64	99,21,548
b.	e-voting	96	4,33,60,912	96	4,33,60,912	96	4,33,60,912
	<b>Total</b>	<b>160</b>	<b>5,32,82,460</b>	<b>160</b>	<b>5,32,82,460</b>	<b>160</b>	<b>5,32,82,460</b>
c.	Less: Invalid Postal Ballot Forms /e-voting	-	-	-	-	-	-
d.	Net Valid Postal Ballot Forms/ e-voting	160	5,32,82,460	160	5,32,82,460	160	5,32,82,460
(i)	Postal Ballot Forms/ e-voting with assent	134	3,24,49,506	133	4,40,24,744	125	3,25,27,734
	% of Assent of net valid votes	-	60.90	-	82.64	-	61.06
(ii)	Postal Ballot Forms/ e-voting with dissent	25	2,08,32,454	22	92,46,201	28	2,07,43,191
	% of Dissent of net valid votes	-	39.10	-	17.36	-	38.94

**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

In connection with the above, we would like to inform you that upon voting, the Special Resolution as set out at item No. 2 of the Notice of Postal Ballot dated 01.08.2014 has been passed by the shareholders by the requisite majority and Special Resolutions as set out at item Nos. 1 and 3 have not been passed by the shareholders.

The Scrutinizer's report on Postal ballot is enclosed as Annexure to this result.

**For Panacea Biotec Ltd.**

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

Place: New Delhi  
Date: 22.09.2014

## Scrutinizers' Report

The Chairman,  
**Panacea Biotec Limited**  
Ambala-Chandigarh Highway,  
Lalru, Punjab – 140 501

### **Report on Result of Postal Ballot & e-voting**

Dear Sir,

In terms of the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, we have been appointed as Scrutinizers by Panacea Biotech Limited (the Company) in its Board meeting held on 1<sup>st</sup> August, 2014 to conduct the Postal Ballot & e-voting Process in a fair and transparent manner in respect of the following 3 (three) resolutions:

Resolution Number	Resolution Type	For
1	Special Resolution	Section 42 and 62 of the Companies Act, 2013 for raising funds by way of issue of securities aggregating upto Rs. 250 Crores or equivalent thereof in any currency.
2	Special Resolution	Section 180(1)(c) of the Companies Act 2013 for borrowing powers of the Board of Directors upto Rs. 1,500 Crores.
3	Special Resolution	Section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors to mortgage and/or charge/hypothecate any of its movable and/or immovable properties of the Company, both present and future, in respect of borrowings of an aggregate amount not exceeding Rs.1,500 Crores.



We submit our report as under:

1. The Company completed the dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply inland letter(s) on 19<sup>th</sup> August, 2014 to its Members whose name(s) appeared in the Register of Members, as well as to the Beneficiaries, as per the Data provided by the Depositories, as on 1<sup>st</sup> August, 2014.
2. In Compliance to the provisions of Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with Clause 35B of the Listing Agreement, the Company had provided e-Voting facility to all its Members to enable them to cast their votes electronically.
3. The Company appointed National Securities Depository Limited (NSDL) (the Authorized Agency for e-voting) as the Service Provider for providing the facility of e-voting to its Members. The Service Provider provided the system for recording the votes of the Members electronically on all the items of the business sought to be transacted through Postal Ballot. The Service Provider accordingly set up e-voting facility on their website <https://evoting.nsdl.com>.
4. The Company had uploaded all the items of the business to be transacted on its website and also to its Service Provider to facilitate its Members to cast their vote through e-Voting.
5. Members opting for e-Voting facility, cast their votes on the designated website <https://evoting.nsdl.com> maintained by NSDL.
6. We monitored the process of e-voting through the secured link on the designated website provided by NSDL to us.
7. The particulars of all Postal Ballot forms received from the Members in physical form(s) and electronic ballot report generated from NSDL were entered in a separate Register maintained for the purpose.
8. The physical Postal Ballots received by the Company by post/courier/by hand were kept under our safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Postal Ballot forms. The electronic ballots were maintained by NSDL in electronic registry.
9. The ballot boxes containing the physical Postal Ballot were opened in our presence in due course of the scrutiny thereof. We downloaded e-Voting report from the NSDL website in respect of Members who voted through e-Voting.



10. All Postal Ballot forms and e-Votes received upto 6.00 P.M. on 17<sup>th</sup> September, 2014, i.e. the last time and date fixed by the Company for receipt of the postal ballots, were considered and none of the envelopes/Postal Ballot forms received after the fixed date and time were considered for the purpose of this report.
11. The Postal Ballot forms and electronic ballots were matched with the Register of Members of the Company as on 1<sup>st</sup> August, 2014.
12. There were 186 envelopes containing Postal Ballot form(s)/Notice, which were returned undelivered. These envelopes have not been opened and are kept separately.
13. We did not find any defaced or mutilated ballot paper(s).
14. The Members exercised their voting either by electronic or physical mode. There was no case wherein a shareholder opted for both the facilities.
15. The total paid up Equity Share Capital of the Company as on 1<sup>st</sup> August, 2014 was Rs. 6,12,50,746/-.
16. After our scrutiny, the summary of Postal Ballots including e-voting is given below:

**RESOLUTION NO.1:-**

Particulars	No. of Shareholders	No. of Equity Shares	Paid up value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
a) Total Votes received	160	53282460	Rs. 5,32,82,460	--
b) Less: Invalid votes	0	0	0	0.00%
c) Net Valid votes cast	160	53282460	Rs. 5,32,82,460	100.00%
d) Votes with assent for the Resolution	134	32449506	Rs. 3,24,49,506	60.90%
e) Votes with dissent for the Resolution	25	20832454	Rs. 2,08,32,454	39.10%
f) Votes with neither assent nor dissent for the Resolution	1	500	Rs. 500	0.00%

Please see the explanation given under point Nos. A1 & A2 of "Annexure-A" attached to this report.



**RESOLUTION NO.2:-**

Particulars	No. of Shareholders	No. of Equity Shares	Paid up value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
a) Total votes Received	160	53282460	Rs. 5,32,82,460	--
b) Less: Invalid votes	0	0	0	0.00%
c) Net Valid votes cast	160	53282460	Rs. 5,32,82,460	100.00%
d) Votes with assent for the Resolution	133	44024744	Rs. 4,40,24,744	82.63%
e) Votes with dissent for the Resolution	22	9246201	Rs. 92,46,201	17.35%
f) Votes with neither consent nor dissent for the Resolution	5	11515	Rs. 11,515	0.02%

Please see the explanation given under point Nos. B1 & B2 of "Annexure-B" attached to this report

**RESOLUTION NO.3:-**

Particulars	No. of Shareholders	No. of Equity Shares	Paid up value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
a) Total votes Received	160	53282460	Rs. 5,32,82,460	--
b) Less: Invalid votes	0	0	0	0.00%
c) Net Valid votes cast	160	53282460	Rs. 5,32,82,460	100.00%
d) Votes with assent for the Resolution	125	32527734	Rs. 3,25,27,734	61.05%
e) Votes with dissent for the Resolution	28	20743191	Rs. 2,07,43,191	38.93%
f) Votes with neither consent nor dissent for the Resolution	7	11535	Rs. 11,535	0.02%

Please see the explanation given under point Nos. C1 & C2 of "Annexure-C" attached to this report



17. We have, on reckoning the voting rights of the shareholders on the basis of the paid-up value of the shares registered in their names, found that total percentage of assent of total votes in respect of the resolution(s) are as under:

Resolution Number	Total Valid Votes (A)	Votes with Assent (B)	Percentage (B/A*100)
1	53282460	32449506	60.90%
2	53282460	44024744	82.63%
3	53282460	32527734	61.05%

Accordingly, Resolution No. 2 got passed with requisite majority and Resolution No. 1 & Resolution No. 3 could not be passed for want of requisite majority.

18. The Register of Postal Ballots is maintained in electronic form containing details of e-Voting and physical voting separately.
19. The postal ballot forms and other related papers/registers and records shall be handed over to the Company after signing of minutes by the Chairman.
20. You may accordingly declare the result of the voting by Postal Ballot & e-Voting.

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



Date : 20.09.2014  
Place : New Delhi

## **Annexure-A**

A detailed summary of voting through postal ballot and electronic mode in respect of Resolution No. 1 is given herein below:

### **A1. VOTING THROUGH ELECTRONIC MODE:**

<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>	<b>Paid-up Value of the Equity Shares (Rs.)</b>	<b>% of Total Valid Votes Cast</b>
Total Valid Votes	96	43360912	Rs. 4,33,60,912	100.00%
Votes with Assent	74	22530125	Rs. 2,25,30,125	51.96%
Votes with Dissent	22	20830787	Rs. 2,08,30,787	48.04%
No Voting	0	0	0	0%

### **A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:**

<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>	<b>Paid-up Value of the Equity Shares (Rs.)</b>	<b>% of Total Valid Votes Cast</b>
Net Valid Votes	64	9921548	Rs. 99,21,548	100.00%
Votes with Assent	60	9919381	Rs. 99,19,381	99.98%
Votes with Dissent	3	1667	Rs. 1,667	0.02%
No Voting	1	500	Rs. 500	0.00%





## **Annexure-B**

A detailed summary of voting through postal ballot and electronic mode in respect of Resolution No. 2 is given herein below:

### **B1. VOTING THROUGH ELECTRONIC MODE:**

<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>	<b>Paid-up Value of the Equity Shares (Rs.)</b>	<b>% of Total Valid Votes Cast</b>
Net Valid Votes	96	43360912	Rs. 4,33,60,912	100.00%
Votes with Assent	77	34117363	Rs. 3,41,17,363	78.68%
Votes with Dissent	19	9243549	Rs. 92,43,549	21.32%
No Voting	0	0	0	0.00%

### **B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:**

<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>	<b>Paid-up Value of the Equity Shares (Rs.)</b>	<b>% of Total Valid Votes Cast</b>
Net Valid Votes	64	9921548	Rs. 99,21,548	100.00%
Votes with Assent	56	9907381	Rs. 99,07,381	99.86%
Votes with Dissent	3	2652	Rs. 2,652	0.03%
No Voting	5	11515	Rs. 11,515	0.12%



**Annexure-C**

A detailed summary of voting through postal ballot and electronic mode in respect of Resolution No. 3 is given herein below:

**C1. VOTING THROUGH ELECTRONIC MODE:**

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up Value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
Net Valid Votes	96	43360912	Rs. 4,33,60,912	100.00%
Votes with Assent	69	22619403	Rs. 2,26,19,403	52.17%
Votes with Dissent	25	20741489	Rs. 2,07,41,489	47.83%
No Voting	2	20	20	0.00%

**C2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:**

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up Value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
Net Valid Votes	64	9921548	Rs. 99,21,548	100%
Votes with Assent	56	9908331	Rs. 99,08,331	99.87%
Votes with Dissent	3	1702	Rs. 1,702	0.02%
No Voting	5	11515	Rs. 11,515	0.12%

