Panacea Biotec

Innovation in support of life

January 08, 2015

The Manager, Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051
Fax No.:022-26598237 / 38
NSE Symbol : PANACEABIO

The Manager, Listing Department
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Fax No.:022–22721919, 3121
BSE Scrip Code: 531349

Dear Sir,

Reg. Declaration of Voting Results of Extra-Ordinary General Meeting (EGM) held on 06.01.2015 in pursuance of Clause 35 A of the Listing Agreement alongwith report of Scrutinizer.

This is with reference to the EGM of the Company held on 6th January, 2015 at 11:30 am at Registered Office of the Company.

The Company had in 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 EGM. The e-voting was open from 30th December, 2014 to 1st January, 2015. The voting was conducted by means of poll for the members present in the EGM.

Mr. Akshit Gupta of M/s. U.S. & Associates, Practicing Company Secretary, was appointed as Scrutinizer for conducting the e-voting & poll in the EGM and submitted his combined report on 6th January, 2015.

Based on the Report of the Scrutinizer, the Special Resolution as set out in the Notice of EGM has been duly approved by the Shareholders with requisite majority.

The voting Results in pursuance of Clause 35A of the Listing Agreement and Report of Scrutinizers are enclosed herewith for your information and record please.

Thanking you,
Sincerely yours,
For **Panacea Biotec Ltd.**

Vinod Goel
Sr. V.P. Legal & Company Secretary
Encl. As Above.

CC: 1. Corporate Relationship Department
Bombay Stock Exchange Limited
1st Floor, New Trading Ring, Rotundu Building,
P J Towers, Dalal Street, Fort, Mumbai – 400 001.

2. National Securities Depository Limited.
Trade World, 4th Floor,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai – 400 013.

Panacea Biotec Ltd.
Email: vinodgoel@panaceabiotec.com
Phone: D.I.D. +91-11-4167 9015
Fax: +91-11-4167 9075

Details of Voting Results Pursuant to Clause 35 A

Date of the ~~AGM/~~ EGM	January 06, 2015
Total number of shareholders on record date	9666
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	4
Public	30
No. of Shareholders attended the meeting through Video Conferencing	N.A.

Details in case of Poll/~~Postal ballot~~/E-voting:

Resolution	Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Issue of Redeemable Preference Shares on private placement basis to Promoters & their Relatives (As Special Resolution)	Promoter and Group	4,58,22,554	4,35,06,600	94.95	4,35,06,600	Nil	100%	Nil
	Public – Institutional holders	12,30,670	3,92,167	31.86	3,92,167	Nil	100%	Nil
	Public-Others	1,41,97,522	92,46,962	65.13	5,388	92,41,574	0.06	99.94
	Total	**61,250,746**	**5,31,45,729**	**86.77**	**4,39,04,155**	**92,41,574**	**82.61**	**17.39**

U. S. & Associates
Company Secretaries

407-408, 4th Floor,
Nirmal Subhash Place, New Delhi-110034
Ph: 47015959, 47019909, 27351474
Email: cssk@vsnl.net

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 6th 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.

U. S. & ASSOCIATES New Delhi

Panacea Biotec

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.

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

Akshit Gupta
CP No. 11408

Date 06.01.2015
Place Lalru, Punjab

Panacea Biotec Ltd.

Annexure-I

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
Total	**43**	**53145729**	**35**	**43904155**	**8**	**9241574**

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%

U. S. & Associates
Company Secretaries

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 Biotec Limited ("the Company")
held on Tuesday, 6th 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 BIOTEC LIMITED, HELD ON TUESDAY, THE 6TH DAY OF JANUARY, 2015 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT AMBALA-CHANDIGARH HIGHWAY, LALRU - 140 501, PUNJAB

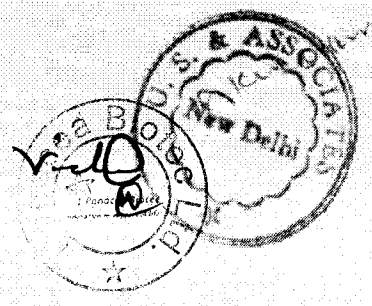
Dear Sir,

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.

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

Akshit Gupta
CP No. 11408

Date 06.01.2015
Place Lalru, Punjab

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 6th 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 6th 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 6th 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

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

Akshit Gupta
CP No. 11408

Date 06.01.2015
Place Lalru, Punjab