Panacea Biotec

Innovation in support of life

May 30, 2019

The Manager, Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051
NSE Symbol : PANACEABIO

BSE Limited
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
BSE Scrip Code: 531349

Reg.: Outcome of Board Meeting

Dear Sir/Madam,

In continuation to our letter dated May 20, 2019 and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), we would like to inform you that the Board of Directors of the Company has, at its meeting held today, i.e. May 30, 2019, inter-alia, considered and approved the following:-

1. Audited Financial Results (Standalone and Consolidated) of the Company for the Quarter and Year ended March 31, 2019 in terms of Regulation 33 of SEBI LODR Regulations. The same were also reviewed by the Audit Committee in its meeting held on May 29, 2019. A copy of the Statement of Audited Financial Results (Standalone and Consolidated) along with Auditors' Report is enclosed herewith as **Annexure-A**.

2. The Scheme of Arrangement for demerger of real estate business of the Company comprising of Radhika Heights Limited alongwith its subsidiaries and two properties, into its wholly owned subsidiary namely, Ravinder Heights Limited under sections 230 to 232 of the Companies Act, 2013 read with rules made thereon and other applicable provisions, subject to applicable approvals.

3. Subject to the approval of the Shareholders of the Company, amendment in Memorandum and Articles of Association of the Company in alignment with requirements of Companies Act, 2013 and also in accordance with the terms of the Warrant Subscription and Shareholders Agreement and Debenture Trust Deed both dated April 6, 2019 executed by the Company.

The detailed disclosures as required under Regulation 30 of SEBI LODR Regulations in respect of the above mentioned point nos. 2 and 3 will be sent within the stipulated time.

Further, pursuant to Regulation 46(2)(l) of SEBI LODR Regulations, the abovesaid financial results are being uploaded on the website of the Company i.e. www.panaceabiotec.com.

Contd…2/-

Panacea Biotec Ltd. Panacea Biotec Innovation in support of life

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Further, pursuant to Regulation 47(1)(b) of SEBI LODR Regulations, the Extract of Statement of Audited Financial Results in the Format as prescribed in Annexure I of SEBI Circular No. CIR/CFD/FAC/62/2016 dated 05.07.2016 is being sent for publication in newspapers.

Further, in view of losses, the Board of Directors has not recommended any dividend on the Preference as well as Equity Shares of the Company for the financial year ended March 31, 2019.

The meeting of the Board of Directors commenced at 11:30 A.M. and concluded at 5:45 P.M.

We request you to kindly bring the above information to the notice of your members.

Thanking you,

Sincerely yours,
for **Panacea Biotec Ltd.**

Vinod Goel
Group CFO and Head Legal
& Company Secretary

Encl: As above.

Annexure-A

(Rs. in Lakh except per share)

Panacea Biotec

Extract of Standalone and Consolidated Financial Results (Audited) for the Quarter and Year ended March 31, 2019

Particulars	Standalone					Consolidated	
	Quarter ended			Year ended		Year ended	
	March 31, 2019	December 31, 2018	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
	Audited	Unaudited	Audited	Audited	Audited	Audited	Audited
Total income from operations	2,926	2,927	6,412	9,621	18,398	45,670	59,616
Net Profit / (Loss) for the period (before tax, exceptional and/or extraordinary item)	(14,216)	(3,585)	(3,031)	(28,080)	(13,253)	(28,554)	(6,395)
Net Profit / (Loss) for the period before tax (after exceptional and/or extraordinary item)	21,869	(3,585)	(3,031)	3,255	(13,253)	4,862	(6,374)
Net Profit / (Loss) for the period after tax (after exceptional and/or extraordinary item) of continuing operations	21,606	(3,851)	(3,354)	2,194	(14,317)	4,091	(7,360)
Net Profit / (Loss) for the period after tax (after exceptional and/or extraordinary item) of discontinued operations	(3,216)	1,549	2,495	463	7,129	(324)	(240)
Total comprehensive income for the period (comprising of profit/(loss) for the period (after tax) and other comprehensive income (after tax))	18,431	(2,337)	(1,001)	2,592	(7,330)	3,721	(6,970)
Equity Share Capital (face value of Re.1 per share)	613	613	613	613	613	613	613
Earning per Share (of Re.1 each (annualised, except for quarters)							
Basic and Diluted - continuing operations	35.27	(6.29)	(5.48)	3.58	(23.37)	6.68	(12.02)
Basic and Diluted - discontinued operations	(5.25)	2.53	4.07	0.76	11.64	(0.53)	(0.39)

Notes:

1 The above is an extract of the detailed format of Quarterly and Year End Financial Results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Other Disclosure Requirements) Regulations, 2015. The full format of the Quarterly and Year End Financial Results is available on the Stock Exchanges websites, NSE- http://www.nseindia.com, BSE- http://www.bseindia.com and is also available on the Company's website, http://www.panaceabiotec.com.

2 The above financial results were reviewed by the Audit Committee of the Board and approved by the Board of Directors at their meetings held on May 29, 2019 and May 30, 2019 respectively.

3 The financial results have been prepared in accordance with the recognition and measurement principles of applicable Indian Accounting Standard ("IND-AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 as specified in section 133 of the Companies Act, 2013.

4 Previous period / year amounts have been regrouped/ reclassified to make them comparable with those of current period/year.

For and on behalf of the Board

Mr. Sandeep Jain
Joint Managing Director

Place: New Delhi
Date: May 30, 2019

Panacea Biotec Limited
Regd. Office : Ambala-Chandigarh Highway, Lalru- 140501, Punjab
CIN: L33117PB1984PLC022350 - Ph. No. 91-11-41679000, Fax: 91-11-41679070,Website: http://www.panacea-biotec.com, E-mail: Corporate@panaceabiotec.com

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Statement of Standalone and Consolidated Financial Results (Audited)
for the Quarter and Year ended March 31, 2019

(Rs. in Lakh except per share)

S.No	Particulars	Standalone					Consolidated	
		Quarter ended			Year ended		Year ended	
		March 31, 2019	December 31, 2018	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
		Audited	Unaudited	Audited	Audited	Audited	Audited	Audited
I	**Income:**							
	a) Revenue from operations	2,926	2,927	6,412	9,621	18,398	45,670	59,616
	b) Other income	113	12	863	347	1,250	448	778
	Total Income	**3,039**	**2,939**	**7,275**	**9,968**	**19,648**	**46,118**	**60,394**
II	**Expenditure:**							
	a) Cost of raw and packing materials consumed	2,836	1,430	2,219	5,913	9,205	12,587	17,963
	b) Purchase of traded goods	-	-	-	-	-	919	1,835
	c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	1,281	(235)	650	1,730	(397)	3,718	(1,073)
	d) Excise duty	-	-	-	-	26	-	337
	e) Employee benefits expense	1,137	941	1,442	4,116	3,597	14,708	15,159
	f) Depreciation and amortisation expense	843	894	877	3,303	3,370	5,400	5,728
	g) Finance cost	2,352	2,823	2,572	10,463	10,323	10,483	10,058
	h) Other expenses (net)	8,806	671	2,546	12,523	6,777	26,857	16,782
	Total expenses	**17,255**	**6,524**	**10,306**	**38,048**	**32,901**	**74,672**	**66,789**
III	**Profit/(Loss) before share of joint venture, exceptional and extra-ordinary items and tax (I-II)**	**(14,216)**	**(3,585)**	**(3,031)**	**(28,080)**	**(13,253)**	**(28,554)**	**(6,395)**
IV	Share of profit/(loss) of a joint venture accounted for using equity method	-	-	-	-	-	15	21
V	**Profit/(Loss) before exceptional and extra-ordinary items and tax (III+IV)**	**(14,216)**	**(3,585)**	**(3,031)**	**(28,080)**	**(13,253)**	**(28,539)**	**(6,374)**
VI	Exceptional items (refer note 7)	36,085	-	-	31,335	-	33,401	-
VII	**Profit/(Loss) before Tax (V+VI)**	**21,869**	**(3,585)**	**(3,031)**	**3,255**	**(13,253)**	**4,862**	**(6,374)**
VIII	**Tax expense:**							
	a) Current tax (net)	748	-	-	748	-	755	109
	b) Deferred tax	(485)	266	323	313	1,064	16	877
	Total tax expenses	**263**	**266**	**323**	**1,061**	**1,064**	**771**	**986**
IX	**Net Profit/(Loss) after tax for the period (for continuing operations) (VII-VIII)**	**21,606**	**(3,851)**	**(3,354)**	**2,194**	**(14,317)**	**4,091**	**(7,360)**
X	**Net Profit/(Loss) before tax from discontinued operations**	**(3,216)**	**1,549**	**2,495**	**463**	**7,129**	**(239)**	**(240)**
XI	Tax expense of discontinued operations	-	-	-	-	-	85	-
XII	**Net Profit/(Loss) after tax for the period from discontinued operations (X-XI)**	**(3,216)**	**1,549**	**2,495**	**463**	**7,129**	**(324)**	**(240)**
XIII	**Net Profit/(Loss) after tax for the period from continuing and discontinued operations (IX+XII)**	**18,390**	**(2,302)**	**(859)**	**2,657**	**(7,188)**	**3,767**	**(7,600)**
XIV	**Other comprehensive income:**							
a)	i) Items that will not be reclassified to Profit or Loss	63	(54)	(218)	(100)	(218)	(100)	(218)
	ii) Income tax related to above	(22)	19	76	35	76	35	76
b)	i) Items that will be reclassified to Profit or Loss	-	-	-	-	-	19	772
	ii) Income Tax related to above	-	-	-	-	-	-	-
XV	**Total comprehensive income for the period (XIII+XIV)**	**18,431**	**(2,337)**	**(1,001)**	**2,592**	**(7,330)**	**3,721**	**(6,970)**
XVI	**Total comprehensive income attributable to:**							
	i) owners of the Company	**18,431**	**(2,337)**	**(1,001)**	**2,592**	**(7,330)**	**3,727**	**(6,768)**
	ii) Non-controlling interests	-	-	-	-	-	(6)	(202)
XVII	Paid-up equity share capital	613	613	613	613	613	613	613
XVIII	**Earning per share for continuing operations (of Re. 1/- each), (annualised, except for quarters)**							
	Basic and Diluted (in Rs.)	35.27	(6.29)	(5.48)	3.58	(23.37)	6.68	(12.02)
XIX	**Earning per share for discontinued operations (of Re. 1/- each), (annualised, except for quarters)**							
	Basic and Diluted (in Rs.)	(5.25)	2.53	4.07	0.76	11.64	(0.53)	(0.39)

Panacea Biotec

Statement of Standalone and Consolidated Financial Results (Audited) for the Quarter and Year ended March 31, 2019

Audited Segment-wise Revenue, Results and Capital Employed

(Rs. in Lakh)

Particulars	Standalone					Consolidated	
	Quarter ended			Year ended		Year ended	
	March 31, 2019	December 31, 2018	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
	Audited	Unaudited	Audited	Audited	Audited	Audited	Audited
a) Segment revenue							
(i) Vaccines	2,926	2,927	6,412	9,621	18,398	9,619	18,682
(ii) Formulations (refer note 5)	-	-	-	-	-	36,050	39,968
(iii) Research & development	-	-	-	-	-	1	966
(iv) Real estate (refer note 6)	-	-	-	-	-	-	-
(v) Unallocated	-	-	-	-	-	-	-
Sub total	2,926	2,927	6,412	9,621	18,398	45,670	59,616
Less: Inter segment revenue	-	-	-	-	-	-	-
Total segment revenue	**2,926**	**2,927**	**6,412**	**9,621**	**18,398**	**45,670**	**59,616**
b) Segment results							
Profit (+)/ loss (-) before tax and interest							
(a) Vaccines	(7,850)	(692)	1,650	(12,353)	1,471	(11,869)	1,755
(b) Formulations (refer note 5)	-	-	-	-	-	10,313	13,322
(c) Research & development	(1,702)	(231)	(388)	(2,514)	(1,445)	(6,556)	(4,086)
(d) Real estate (refer note 6)	-	-	-	-	-	-	-
Sub total	**(9,552)**	**(923)**	**1,262**	**(14,867)**	**26**	**(8,112)**	**10,991**
Less : i) Finance cost	2,352	2,823	2,572	10,463	10,323	10,483	10,058
ii) Other unallocated expenditure net of unallocated income and exceptional items	(33,773)	(161)	1,721	(28,585)	2,956	(23,457)	7,307
Total Profit before tax	**21,869**	**(3,585)**	**(3,031)**	**3,255**	**(13,253)**	**4,862**	**(6,374)**
c) Capital employed							
Segment assets							
(i) Vaccines	43,813	50,584	53,118	43,813	53,118	43,508	53,452
(ii) Formulations (refer note 5)	-	37,316	41,894	-	41,894	30,212	43,924
(iii) Research & development	3,731	20,531	21,084	3,731	21,084	16,584	21,084
(iv) Real estate (refer note 6)	-	-	-	-	-	-	25,280
(v) Unallocated	15,884	50,609	51,253	15,884	51,253	20,605	17,017
Sub total	**63,428**	**159,040**	**167,349**	**63,428**	**167,349**	**110,909**	**160,757**
Segment liability							
(i) Vaccines	6,925	6,678	7,114	6,925	7,114	7,578	8,669
(ii) Formulations (refer note 5)	-	15,299	16,500	-	16,500	20,936	17,879
(iii) Research & development	240	2,764	2,573	240	2,573	2,251	2,573
(iv) Real estate (refer note 6)	-	-	-	-	-	-	2,861
(v) Unallocated	72,856	111,235	102,352	72,856	102,352	69,002	98,200
Sub Total	**80,021**	**135,976**	**128,539**	**80,021**	**128,539**	**99,767**	**130,182**
Capital employed (Segment assets - segment liabilities)							
(i) Vaccines	36,888	43,906	46,004	36,888	46,004	35,930	44,783
(ii) Formulations (refer note 5)	-	22,017	25,394	-	25,394	9,276	26,045
(iii) Research & development	3,491	17,767	18,511	3,491	18,511	14,333	18,511
(iv) Real estate (refer note 6)	-	-	-	-	-	-	22,419
(v) Unallocated	(56,972)	(60,626)	(51,099)	(56,972)	(51,099)	(48,397)	(81,183)
Total capital employed	**(16,593)**	**23,064**	**38,810**	**(16,593)**	**38,810**	**11,142**	**30,575**

Panacea Biotec Ltd.

Information relating to discontinued operations as stated in note 5 & 6 to the financial results.

a) Segment revenue							
(i) Formulations (refer note 5)	8,920	8,357	10,253	34,795	39,362	-	-
(ii) Real estate	-	-	-	-	-	-	-
(iii) Unallocated	-	-	-	-	-	-	-
Total	**8,920**	**8,357**	**10,253**	**34,795**	**39,362**	**-**	**-**
b) Segment results (Profit (+)/ loss (-) before tax and interest)							
(i) Formulations (refer note 5)	(3,023)	1,672	2,636	958	7,575	-	-
(ii) Real estate (refer note 6)	-	-	-	-	-	(239)	(240)
(iii) Unallocated (refer note 6)	(193)	(123)	(141)	(495)	(446)	-	-
Total	**(3,216)**	**1,549**	**2,495**	**463**	**7,129**	**(239)**	**(240)**
c) Segment assets							
(i) Formulations (refer note 5)	41,957	-	-	41,957	-	-	-
(ii) Real estate (refer note 6)	-	-	-	-	-	26,644	-
(iii) Unallocated (refer note 6)	38,818	-	-	38,818	-	-	-
Total	**80,775**	**-**	**-**	**80,775**	**-**	**26,644**	**-**
d) Segment liabilities							
(i) Formulations (refer note 5)	22,166	-	-	22,166	-	-	-
(ii) Real estate (refer note 6)	-	-	-	-	-	3,052	-
(iii) Unallocated (refer note 6)	168	-	-	168	-	-	-
Total	**22,334**	**-**	**-**	**22,334**	**-**	**3,052**	**-**

Panacea Biotec

Particulars	Standalone		Consolidated	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
	Audited	Audited	Audited	Audited
ASSETS				
(1) Non-current assets				
a) Property, plant and equipment	49,487	88,656	80,311	94,287
b) Capital work in progress	295	476	839	752
c) Other Intangible assets	157	437	245	520
d) Intangible assets under development	15	3,240	1,412	3,241
e) Goodwill	-	-	-	90
f) Investment accounted for using equity method	-	-	526	518
g) Financial Assets				
i) Investment	244	34,488	7	7
ii) Loans	63	99	117	104
iii) Others financial asset	89	25	112	527
h) Deferred tax asset (net)	1,920	2,199	1,979	1,966
i) Non-current tax asset	102	144	197	491
J) Other non-current assets	210	2,220	1,019	2,219
Sub-total	**52,582**	**131,984**	**86,764**	**104,722**
(2) Current assets				
a) Inventories	4,250	14,909	8,143	33,421
b) Financial Assets				
i) Investments	-	-	-	203
ii) Trade receivables	2,519	14,227	8,873	13,601
iii) Cash and cash equivalents	496	652	1,447	1,644
iv) Bank balance other than above	290	527	901	680
v) Loans	1,620	1,499	1,813	3,531
vi) Others financial assets	88	517	357	517
c) Other current assets	1,582	3,034	2,611	2,438
Sub-total	**10,845**	**35,365**	**24,145**	**56,035**
Assets classified as held for sale (refer note 5 and 6)	80,775	-	26,644	-
Total Assets	**144,202**	**167,349**	**137,553**	**160,757**
EQUITY AND LIABILITIES				
Equity				
a) Equity share capital	613	613	613	613
b) Other equity	41,234	38,197	34,422	30,257
Sub-total	**41,847**	**38,810**	**35,035**	**30,870**
Non-controlling Interest			**(301)**	**(295)**
LIABILITIES				
(1) Non-current liabilities				
a)Financial Liabilities				
i) Borrowings	8,830	57,071	4,612	57,071
b) Deferred tax liabilities (Net)	-	-	-	926
c) Provisions	1,349	2,512	3,978	2,654
d) Other non-current liabilities	68	429	397	429
(2) Current liabilities				
a) Financial Liabilities				
i) Borrowings	6,939	19,382	6,939	16,488
ii) Trade payables:				
Total outstanding dues of micro, small and medium enterprises	161	347	188	347
Total outstanding dues of other creditors	7,627	23,837	26,783	27,372
iii) Other financial liabilities	53,305	22,783	53,959	22,227
(b) Other current liabilities	776	1,499	1,519	1,973
(c) Current tax liabilities (net)	748	-	748	1
(d) Provisions	219	679	644	694
Sub-total	**80,022**	**128,539**	**99,767**	**130,182**
Liabilities directly associated with assets classified as held for sale (refer note 5 and 6)	22,333	-	3,052	-
Total Equity and Liabilities	144,202	167,349	137,553	160,757

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Notes:

1. The above audited financial results of Panacea Biotec Limited ('the Company' or 'PBL') were reviewed by the Audit Committee of the Board and approved by the Board of Directors at their meetings held on May 29, 2019 and May 30, 2019, respectively.

2. The financial results have been prepared in accordance with the recognition and measurement principles laid down in the IND-AS prescribed under section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder.

3. The consolidated financial results of the Company have been prepared by consolidating the Company's financial results for the respective periods with the financial results of the following wholly-owned subsidiaries (collectively, the Company and these subsidiaries hereinafter referred to as the Group) and joint venture:
   (i) Audited financial results of Indian subsidiary companies: Radhika Heights Limited, Cabana Construction Private Limited, Cabana Structures Limited, Nirmala Buildwell Private Limited, Nirmala Organic Farms & Resorts Private Limited, Radicura Infra Limited and Sunanda Infra Limited (being demerged under the scheme of arrangement as mentioned in note 6 below);
   (ii) Audited financial results of overseas subsidiaries: Panacea Biotec (International) SA and Panacea Biotec Germany GmbH;
   (iii) Audited financial results of Joint Venture: Chiron Panacea Vaccines Private Limited (under liquidation);
   (iv) Audited financial results of Enterprises over which the Company is exercising control: PanEra Biotec Private Limited and Adveta Power Private Limited;
   (v) Unaudited financial results of overseas subsidiary: Rees Investments Limited (under liquidation); and
   (vi) Unaudited financial results of Panacea Biotec Pharma Limited (incorporated on March 22, 2019)

4. Amounts for the quarters ended March 31, 2019 and March 31, 2018 represent the balancing amounts between the audited amounts for the full financial year and published year to date amounts upto the third quarter of the respective financial years, which had been subject only to limited reviews.

5. On February 26, 2019, as part of the business reorganization, the Board of Directors have approved transfer of pharmaceutical formulations business including related research and development activities and herbal extraction activities (referred to as 'Pharma business') to a recently incorporated wholly owned subsidiary, Panacea Biotec Pharma Limited ('PBPL'), with an objective to segregate the different businesses of the Company to ensure smooth functioning of each business in the future. The divestment has been approved by the shareholders of the Company in their extra-ordinary general meeting held on March 26, 2019.

   Accordingly, the activities of the Pharma business of the Company, that are considered as disposal group, are presented as a discontinued operation in the Standalone financial results of the Company in accordance with the provisions of Indian Accounting Standard 105 – 'Non-current Assets Held for Sale and Discontinued Operations'. The net profit from the Pharma business amounting to INR 958 lakh for the year ended March 31, 2019 (INR 7,575 lakh for the year ended March 31, 2018) has been presented under 'Net Profit/ (Loss) before tax from discontinued operations' in the Standalone Statement of Financial Results. The assets /(liabilities) of the Pharma business amounting to INR 41,957 lakh and INR 22,166 lakh respectively are classified as 'Assets classified as held for sale'

and "Liabilities directly associated with assets classified as held for sale" respectively in the Standalone Statement of Assets and Liabilities as at March 31, 2019.

Subsequent to the year end, to implement the above divesture, the Company has executed a Business Transfer Agreement ('BTA') with PBPL to transfer Pharma business to PBPL, together with all tangible assets (except R&D center and herbal extraction facility at Lalru), intangible assets and related liabilities as specified in the BTA, in relation to the pharmaceutical formulations business including pharmaceutical formulations facility at Baddi, Himachal Pradesh, as a going concern through slump sale.

6. On February 26, 2019, the Board of directors have approved a scheme of arrangement for demerger of its real estate business comprising wholly owned subsidiary Radhika Heights Limited ('RHL') alongwith its step down subsidiaries and two real estate properties from PBL ('Demerged Undertaking') to its wholly-owned subsidiary ('Transferee Company'). Upon implementation of the demerger scheme and completion of related compliances, the Transferee Company shall be listed at the BSE and NSE in compliance with the applicable SEBI Regulations. In accordance with the provisions of Indian Accounting Standard 105 – 'Non-current Assets Held for Sale and Discontinued Operations', the results related to the Demerged Undertaking for the year have been included respectively in the Standalone and Consolidated Statements of Financial Results under 'Net Profit/(Loss) before tax from discontinued operations'. Similarly, the assets / liabilities of the Demerged Undertaking have been disclosed under "Assets classified as held for sale" / "Liabilities directly associated with assets classified as held for sale" respectively in the Standalone and Consolidated Statements of Assets and Liabilities.

7. During the quarter ended March 31, 2019, the Company has reached bilateral settlements of its debts with each consortium lender individually. Subsequent to the year end, the Company has paid all its debts to the said lenders including ECB from Bank of India pursuant to the said bilateral settlements and obtained 'no dues' certificates from such lenders. For the year ended March 31, 2019, the Company has written back excess liabilities of INR 31,335 lakhs, which is included as Exceptional Item in the results, net of reversal of settlement loss previously recorded in the quarter ended September 30, 2018.

8. Subsequent to the year ended March 31, 2019, the Company has:
   a. signed investment agreements with India Resurgence Fund ('IndiaRF'), promoted by Piramal Enterprises Limited and Bain Capital Credit, along with its affiliates (Investors) for obtaining long term funds of upto INR 99,200 lakh, consequent to approval from shareholders in general meeting held on March 25, 2019. This investment is structured by way of subscription to Non-Convertible Debentures ('NCDs') of up to INR 86,400 lakh and subscription amount of INR 3,200 lakh towards share warrants to be allotted on a preferential basis. The subscription amount represents 25% of total amount of INR 12,800 lakh proposed to be raised upon issuance of equity shares against warrants as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations'). Upon exercise of conversion rights in the warrants, IndiaRF (along with its affiliates) will collectively own 10.4% stake in the equity share capital of the Company on a fully diluted basis;
   b. issued and allotted 74,300 unrated, unlisted, redeemable NCDs, having the face value of INR 1 lakh each, aggregating to INR 74,300 lakh under Series 1A, Series 1B and Series 2 NCDs to the Investors;

Panacea Biotec Ltd.

c. issued and allotted 71,11,111 convertible warrants at a price of INR 180 each on a preferential basis to the Investors, entitling them to subscribe to an equivalent number of equity shares of face value of INR 1 each at a premium of INR 179 per share as per the provisions of Chapter V of ICDR Regulations; and

d. received US FDA approval for the Company's Oncology Parenteral Formulations facility at Baddi, Himachal Pradesh, India for the manufacture and supply of Azacitidine Injection 100 mg/vial in the US market.

9. With respect to the observations of the auditors in their report on the above results:

a. During the financial year 2007-08, the Company had given an advance of INR 1,768 lakh pursuant to the agreement with Ilyas & Mustafa Galadari Management Investment & Development (L.L.C.), U.A.E. ('the Developer') for purchase of certain immoveable properties in Dubai. The Developer failed to deliver the said properties to the Company and offered other properties under construction in lieu of the said properties. Owing to continuous delays in completion of construction, the Company has initiated legal recourse and issued a legal notice to the Developer.

During the quarter ended December 31, 2017, with a view to restructure the Company's debt obligations and reduce its interest outlay, the Board of Directors had approved the assignment of its receivables from the Developer to RHL in lieu of adjustment of part of RHL's loan payable by the Company. The Company has executed the agreement for assignment of this advance to RHL on April 06, 2019. The process of assigning the said receivable to RHL and complying with the applicable provisions of the Foreign Exchange Management Act, 1999 as amended and other applicable laws, is expected to be completed in due course.

In view of ongoing discussions with the Developer and on the basis of the legal advice obtained, the Group believes that it has valid rights to claim the recovery of the advance paid to the Developer, in the form of either a refund or allotment of other properties. The management believes that the advance given to the Developer is fully realisable. Accordingly, no adjustments are considered necessary in the books of accounts.

b. In view of absence of profits during financial years 2013-14 and 2012-13, total remuneration paid to the Managing/ Joint Managing and Whole time Directors exceeded the ceiling prescribed in Section II of Part II of Schedule XIII to the Companies Act, 1956. Further, because of non-compliance to one of the conditions of part II Section II of Schedule V to the Companies Act, 2013, the remuneration paid to a whole time director during the year ended March 31, 2016 and remuneration paid to six directors (Managing/ Joint Managing and Whole time Directors) during the year ended March 31, 2017 and 2018 respectively required approval of the Central Government. The Company has also paid managerial remuneration amounting to INR 376 lakh during the financial year ended March 31, 2019 for which the Company required prior approval of the Central Government. The Company submitted applications to the Central Government for waiver of recovery of excess remuneration paid in respect of aforesaid periods. However, in view of the recent amendments in the provisions of Section 197 of the Companies Act, 2013 effective from September 12, 2018, whereby the powers of Central Government for approval of payment of managerial remuneration in excess of limits/ waiver of recovery of managerial remuneration recoverable, etc. have been transferred to the shareholders of the Company. Accordingly, the said applications stand abated at the Central Government. The Company has, accordingly, decided to obtain the necessary approval from its shareholders in due course in compliance with the aforesaid amended provisions of the Companies Act, 2013. Pending such

approval, the Company has recorded an amount of INR 1,540 lakh as on March 31, 2019 (March 31, 2018: INR 1,164 lakh) as recoverable from such directors towards such excess remuneration paid. The Company is confident of obtaining necessary approvals from its shareholders.

10. For the financial year ended March 31, 2019, the Company has incurred a loss (before tax and exceptional items) of INR 28,080 lakh (2018: loss of INR 13,253 lakh) from continuing operations. The continuous operating losses had adversely affected the cash flows of the Company. As explained in Notes 5, 7 and 8 above, the Company has already taken various measures aimed at improving the financial condition of the Company, inter-alia, deploying funds received from the Investors for scaling up its vaccine as well as pharmaceutical formulations business in India and international markets including ROW countries, USA/EU, etc., besides expediting development of new products and monetization of non-core assets. Based on these measures and continuous efforts to improve the business performance, the management believes that it would be able to generate sustainable cash flows, recoup the erosion in its net worth through profitable operations, discharge its obligations as they fall due and has therefore concluded that the going concern assumption continues to be valid.

11. The necessary certificate/ report in respect of the above results in terms of requirement of Regulation 33 of the SEBI (Listing Obligations and Other Disclosure Requirements) Regulations, 2015, has been placed before the Board of Directors.

12. Previous period amounts have been regrouped/ reclassified in compliance with IND-AS to make them comparable with those of current period/ year.

13. The above results are also available on the Company's website http://www.panaceabiotec.com

For and on behalf of the Board of Directors

Panacea Biotec

Mr. Sandeep Jain
Joint Managing Director

Place: New Delhi
Date: May 30, 2019

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Independent Auditor's Report on Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors of Panacea Biotec Limited

1. We have audited the standalone financial results of Panacea Biotec Limited ('the Company') for the year ended 31 March 2019, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Attention is drawn to Note 4 to the standalone financial results which states that the amounts for the quarter ended 31 March 2019 as reported in these standalone financial results, are the balancing amounts between audited standalone amounts in respect of the full financial year and the published standalone year to date amounts up to the end of the third quarter of the financial year. Also, the amounts up to the end of the third quarter had only been reviewed and not subjected to audit. These standalone financial results are based on the standalone financial statements for the year ended 31 March 2019 prepared in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 ('the Act') and published standalone year to date amounts up to the end of the third quarter of the financial year prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, Interim Financial Reporting, specified under Section 133 of the Act, and SEBI Circulars CIR/CFD/CMD/15/2015 dated 30 November 2015 and CIR/CFD/FAC/62/2016 dated 5 July 2016, which are the responsibility of the Company's management. Our responsibility is to express an opinion on these standalone financial results based on our audit of the standalone financial statements for the year ended 31 March 2019 and our review of standalone financial results for the nine-month period ended 31 December 2018.

2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

3. In our opinion and to the best of our information and according to the explanations given to us, the standalone financial results:

   (i) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circulars CIR/CFD/CMD/15/2015 dated 30 November 2015 and CIR/CFD/FAC/62/2016 dated 5 July 2016 in this regard; and

   (ii) give a true and fair view of the standalone net profit (including other comprehensive income) and other financial information in conformity with the accounting principles generally accepted in India including Ind AS specified under Section 133 of the Act for the year ended 31 March 2019.

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Panacea Biotec

Walker Chandiok & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L 41 Connaught Circus, New Delhi, 110001, India

Independent Auditor's Report on Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Cont'd)

4. We draw attention to

   (i) Note 9(a) to the accompanying standalone financial results regarding capital advances amounting to Rs. 1,768 lakhs given to a real estate developer for acquiring certain immovable properties in Dubai, where the Company has initiated legal recourse.

   (ii) Note 9(b) to the accompanying standalone financial results regarding payment of managerial remuneration for the financial years ended 31 March 2019, 2018, 2017, 2016, 2014 and 2013 respectively, which is in excess of the limits specified by the relevant provisions of the Companies Act, 2013 /the Companies Act, 1956 by Rs. 1,540 lakhs for the said years. The Company's applications to the Central Government seeking approval for payment of such excess remuneration have not been approved and consequently the Company is required to recover the excess amount thus paid for the said years. The Company has recorded an amount of Rs. 1,540 lakhs as recoverable from the directors towards such excess remuneration paid. The Company had submitted applications to the Central Government for waiver of recovery of excess remuneration paid. Further, as discussed in aforementioned note, pursuant to the notification of the effective date of section 67 of the Companies (Amendment) Act, 2017 amending section 197 – 'overall maximum managerial remuneration and managerial remuneration in case of absence or inadequacy of profits', of the Companies Act, 2013, the aforesaid applications pending with the Central Government stand abated and the Company is in the process of seeking requisite approvals required in accordance with the provisions of section 197(10) of the Companies Act, 2013.

Pending the ultimate outcome of the aforesaid matters which is presently unascertainable, no adjustments have been made in the books of accounts. Our report is not modified in respect of these matters.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

Anupam Kumar
Partner
Membership No. 501531

Place: Gurugram
Date: 30 May 2019

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Independent Auditor's Report on Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors of Panacea Biotec Limited

1. We have audited the consolidated financial results of Panacea Biotec Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') and its joint venture, for the year ended 31 March 2019, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These consolidated financial results are based on the consolidated financial statements for the year ended 31 March 2019 prepared in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 ('the Act') and SEBI Circulars CIR/CFD/CMD/15/2015 dated 30 November 2015 CIR/CFD/FAC/62/2016 dated 5 July 2016, which are the responsibility of the Holding Company's management. Our responsibility is to express an opinion on these consolidated financial results based on our audit of the consolidated financial statements for the year ended 31 March 2019.

2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

3. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors on separate financial results and on other financial information of the subsidiaries, the consolidated financial results:

   (i) include the financial results for the year ended 31 March 2019, of the following entities:

Name of the Entity	Nature of Relationship
Panacea Biotec Limited	Holding Company
Radhika Heights Limited	Subsidiary Company
Rees Investments Limited	Subsidiary Company (under liquidation)
Panacea Biotec (International) SA	Subsidiary Company
PanEra Biotec Private Limited	Subsidiary Company
Panacea Biotec Pharma Limited	Subsidiary Company
Adveta Power Private Limited	Step down subsidiary
Cabana Construction Private Limited	Step down subsidiary
Cabana Structures Limited	Step down subsidiary
Nirmala Buildwell Private Limited	Step down subsidiary

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Independent Auditor's Report on Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Cont'd)

Name of the Entity	Nature of Relationship
Nirmala Organic Farms & Resorts Private Limited	Step down subsidiary
Radicura Infra Limited	Step down subsidiary
Sunanda Infra Limited	Step down subsidiary
Panacea Biotec Germany Gmbh	Step down subsidiary
Chiron Panacea Vaccines Private Limited	Joint venture

(ii) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circulars CIR/CFD/CMD/15/2015 dated 30 November 2015 and CIR/CFD/FAC/62/2016 dated 5 July 2016 in this regard; and

(iii) give a true and fair view of the consolidated net profit (including other comprehensive income) and other financial information in conformity with the accounting principles generally accepted in India including Ind AS specified under Section 133 of the Act for the year ended 31 March 2019.

4. We draw attention to:

(i) Note 9(a) to the accompanying consolidated financial results regarding capital advances amounting to Rs. 1,768 lakhs given to a real estate developer for acquiring certain immovable properties in Dubai, where the Company has initiated legal recourse.

(ii) Note 9(b) to the accompanying consolidated financial results regarding payment of managerial remuneration for the financial years ended 31 March 2019, 2018, 2017, 2016, 2014 and 2013 respectively, which is in excess of the limits specified by the relevant provisions of the Companies Act, 2013 /the Companies Act, 1956 by Rs. 1,540 lakhs for the said years. The Holding Company's applications to the Central Government seeking approval for payment of such excess remuneration have not been approved and consequently the Company is required to recover the excess amount thus paid for the said years. The Holding Company has recorded an amount of Rs. 1,540 lakhs as recoverable from the directors towards such excess remuneration paid. The Holding Company had submitted applications to the Central Government for waiver of recovery of excess remuneration paid. Further, as discussed in aforementioned note, pursuant to the notification of the effective date of section 67 of the Companies (Amendment) Act, 2017 amending section 197 – 'overall maximum managerial remuneration and managerial remuneration in case of absence or inadequacy of profits', of the Companies Act, 2013, the aforesaid applications pending with the Central Government stand abated and the Holding Company is in the process of seeking requisite approvals required in accordance with the provisions of section 197(10) of the Companies Act, 2013.

Pending the ultimate outcome of the aforesaid matters which is presently unascertainable, no adjustments have been made in the books of accounts. Our report is not modified in respect of these matters.

5. We did not audit the financial statements / financial information of 11 subsidiaries, whose financial statements / financial information reflect total assets of Rs. 32,273 lakhs and net assets of Rs. 22,197 as at 31 March 2019, and total revenues of Rs. 3,634 lakhs for the year ended on that date, as considered in the consolidated financial results. The consolidated financial results also include the Group's share of net profit (including other comprehensive income) of Rs. 15 lakhs for the year ended 31 March 2019, as considered in the consolidated financial results, in respect of 1 joint venture, whose financial statements / financial information have not been audited by us. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture, and our report in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular CIR/CFD/FAC/62/2016 dated 5 July 2016, in so far as it relates to the aforesaid subsidiaries and joint venture, are based solely on the reports of such other auditors.

Our opinion on the consolidated financial results is not modified in respect of this matter with respect to our reliance on the work done by and the reports of the other auditors.

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Panacea Biotec Ltd.

Independent Auditor's Report on Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Cont'd)

6. We did not audit the financial statements / financial information of 2 subsidiaries whose financial statements / financial information reflect total assets of Rs. 10 Lakhs and net liabilities of Rs. 7,927 lakhs as at 31 March 2019, and total revenues of Nil for the year ended on that date, as considered in the consolidated financial results. These financial statements / financial information are unaudited and have been furnished to us by the management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular CIR/CFD/FAC/62/2016 dated 5 July 2016, in so far as it relates to the aforesaid subsidiaries, are based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the management, these financial statements /fiinancial information are not material to the Group.

Our opinion on the consolidated financial results is not modified in respect of this matter with respect to our reliance on the financial statements / financial information certified by the management.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

Anupam Kumar
Partner
Membership No. 501531

Place: Gurugram
Date: 30 May 2019

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WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Panacea Biotec Ltd.