

Panacea Biotec

Innovation in support of life

August 12, 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.: i. Standalone and Consolidated Unaudited Financial Results (Provisional) along with Limited Review Report for the quarter ended June 30, 2019**
ii. Date, time and venue of the 35th Annual General Meeting
iii. Dates of Book Closure

Dear Sir/Madam,

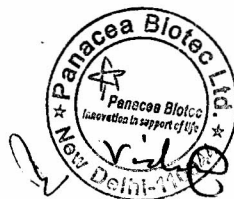
In continuation to our letter dated July 31, 2019 and pursuant to Regulations 30 and 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), we would like to inform you that the Board of Directors of the Company has, at its meeting held today, i.e. August 12, 2019, inter-alia, considered and approved the Standalone and Consolidated Unaudited Financial Results (Provisional) of the Company (which have been subjected to Limited Review by the Statutory Auditors) for the quarter ended June 30, 2019. The same were also reviewed by the Audit Committee in its meeting held earlier on August 12, 2019. A copy of the same along with the Limited Review Report is enclosed herewith as **Annexure - A**.

Further, pursuant to Regulation 46(2)(1) of SEBI LODR Regulations, the above said financial results are being uploaded on the website of the Company i.e. www.panacea-biotec.com.

Further, pursuant to Regulation 47(1)(b) of SEBI LODR Regulations, the Extract of Statement of above said financial results for the quarter ended June 30, 2019 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.

We wish to further inform you that the Board of Directors has also decided that:

- i) an Extraordinary General Meeting of the Company will be held on Tuesday, September 10, 2019 at 11:30 A.M. at the Registered Office of the Company at Ambala - Chandigarh Highway, Lalru - 140 501, Punjab to consider approval of shareholders with respect to waiver/payment of managerial remuneration to Executive Directors;
- ii) the 35th Annual General Meeting of the Company will be held on Monday, September 30, 2019 at 11:30 A.M. at the Registered Office of the Company at Ambala-Chandigarh Highway, Lalru - 140501, Punjab; and



B1 Extn. /G3, Mohan Co-op Indl. Estate,
Mathura Road, New Delhi -110044
Email: vinodgoel@panaceabiotec.com
Phone: D.I.D. +91-11-4167 9015
Fax: +91-11-4167 9070

Panacea Biotec Ltd.

CIN: L33117PB1984PLC022350

Registered Office: Ambala-Chandigarh Highway, Lalru - 140 501, Punjab, India. Ph.: +91-1762-505900, Fax: +91-1762-505906.
e-mail: corporate@panaceabiotec.com website: www.panaceabiotec.com

iii) the Register of Members and Share Transfer Books will remain closed from Monday, September 23, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of Annual General Meeting.

The meeting of the Board of Directors commenced at 02:30 P.M. and concluded at 7:00 P.M.

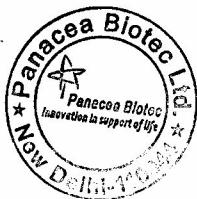
We request you to kindly bring the above information to the notice of your members.

Thanking you,

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



 **Vinod Goel**
Group CFO and Head Legal Company Secretary



Encls: As above.

(Rs. in Lakh except per share)



Extract of Standalone and Consolidated Financial Results (Audited)
for the Quarter ended June 30, 2019

Particulars	Standalone				Consolidated			
	Quarter ended		Year ended		Quarter ended		Year ended	
	June 30, 2019	March 31, 2019	June 30, 2018	March 31, 2019	June 30, 2019	March 31, 2019	June 30, 2018	March 31, 2019
	Unaudited	Audited	Unaudited	Audited	Unaudited	refer note 3b	refer note 3b	Audited
Total income from operations	2,482	2,926	919	9,621	12,578	11,960	9,928	45,670
Net Profit / (Loss) for the period (before tax, exceptional and/or extraordinary item)	(1,881)	(14,216)	(5,866)	(28,080)	(2,375)	(17,471)	(5,186)	(28,554)
Net Profit / (Loss) for the period before tax (after exceptional and/or extraordinary item)	(1,881)	21,869	(5,866)	3,255	(2,368)	18,625	(3,117)	4,862
Net Profit / (Loss) for the period after tax (after exceptional and/or extraordinary item) of continuing operations	(2,137)	21,606	(6,132)	2,194	(2,651)	18,362	(3,383)	4,091
Net Profit / (Loss) for the period after tax (after exceptional and/or extraordinary item) of discontinued operations	(784)	(3,216)	2,449	463	(176)	(305)	(143)	(324)
Total comprehensive income for the period (comprising of profit/(loss) for the period (after tax) and other comprehensive income (after tax))	(2,937)	18,431	(3,718)	2,592	(2,880)	18,103	(3,557)	3,721
Equity Share Capital (face value of Re.1 per share)	613	613	613	613	613	613	613	613
Earning per share for continuing operations (of Re. 1/- each), (annualised, except for quarters)								
Basic (in Rs.)	(3.49)	35.27	(10.01)	3.58	(4.33)	29.98	(5.52)	6.68
Diluted (in Rs.)	(3.49)	35.27	(10.01)	3.58	(4.33)	29.98	(5.52)	6.68
Earning per share for discontinued operations (of Re. 1/- each), (annualised, except for quarters)								
Basic (in Rs.)	(1.28)	(5.25)	4.00	0.76	(0.29)	(0.50)	(0.23)	(0.53)
Diluted (in Rs.)	(1.28)	(5.25)	4.00	0.76	(0.29)	(0.50)	(0.23)	(0.53)

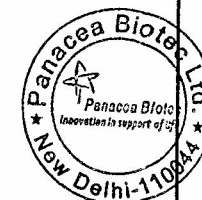
Notes:

- The above is an extract of the detailed format of Quarterly 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 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>.
- The above financial results were reviewed by the Audit Committee of the Board and approved by the Board of Directors at their respective meetings held on August 12, 2019.
- 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.
- Previous period / year amounts have been regrouped/ reclassified to make them comparable with those of current period/year.

Place: New Delhi
Date: August 12, 2019

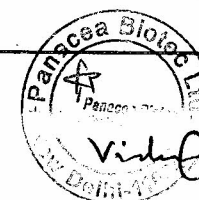
For and on behalf of the Board

Rajesh Jain
Dr. Rajesh Jain
Managing Director



Panacea Biotech 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

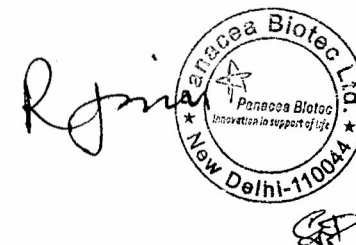
Panacea Biotech		Statement of Standalone and Consolidated Financial Results (Unaudited) for the Quarter ended June 30, 2019							
		(Rs. in Lakh except per share)							
S.No	Particulars	Standalone				Consolidated			
		Quarter ended		Year ended		Quarter ended		Year ended	
		June 30, 2019	March 31, 2019	June 30, 2018	March 31, 2019	June 30, 2019	March 31, 2019	June 30, 2018	March 31, 2019
		Unaudited	Audited	Unaudited	Audited	Unaudited	refer note 3b	refer note 3b	Audited
I	Income:								
	a) Revenue from operations	2,482	2,926	919	9,621	12,578	11,960	9,928	45,670
	b) Other income	114	113	259	347	503	224	297	448
	Total Income	2,596	3,039	1,178	9,968	13,081	12,184	10,225	46,118
II	Expenditure:								
	a) Cost of raw and packing materials consumed	394	2,836	1,192	5,913	2,557	5,823	1,609	12,587
	b) Purchase of traded goods	-	-	-	-	208	425	324	919
	c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(150)	1,281	(471)	1,730	42	1,648	514	3,718
	d) Employee benefits expense	941	1,137	807	4,116	3,210	3,411	3,959	14,708
	e) Depreciation and amortisation expense	705	843	893	3,303	1,136	1,286	1,366	5,400
	f) Finance cost	43	2,352	2,612	10,463	4,080	2,399	2,543	10,483
	g) Other expenses (net)	2,544	8,806	2,011	12,523	4,223	14,663	5,096	26,857
	Total expenses	4,477	17,255	7,044	38,048	15,456	29,655	15,411	74,672
III	Profit/(Loss) before share of joint venture, exceptional and extra-ordinary items and tax (I-II)	(1,881)	(14,216)	(5,866)	(28,080)	(2,375)	(17,471)	(5,186)	(28,554)
IV	Share of profit/(loss) of a joint venture accounted for using equity method	-	-	-	-	7	11	3	15
V	Profit/(Loss) before exceptional and extra-ordinary items and tax (III+IV)	(1,881)	(14,216)	(5,866)	(28,080)	(2,368)	(17,460)	(5,183)	(28,539)
VI	Exceptional items (refer note 7)	-	36,085	-	31,335	-	36,085	2,066	33,401
VII	Profit/(Loss) before Tax (V+VI)	(1,881)	21,869	(5,866)	3,255	(2,368)	18,625	(3,117)	4,862
VIII	Tax expense:								
	a) Current tax (net)	-	748	-	748	-	748	-	755
	b) Deferred tax	256	(485)	266	313	283	(485)	266	16
	Total tax expenses	256	263	266	1,061	283	263	266	771
IX	Net Profit/(Loss) after tax for the period (for continuing operations) (VII-VIII)	(2,137)	21,606	(6,132)	2,194	(2,651)	18,362	(3,383)	4,091
X	Net Profit/(Loss) before tax from discontinued operations	(784)	(3,216)	2,449	463	(159)	(298)	(119)	(239)
XI	Tax expense of discontinued operations	-	-	-	-	17	7	24	85
XII	Net Profit/(Loss) after tax for the period from discontinued operations (X-XI)	(784)	(3,216)	2,449	463	(176)	(305)	(143)	(324)
XIII	Net Profit/(Loss) after tax for the period from continuing and discontinued operations (IX+XII)	(2,921)	18,390	(3,683)	2,657	(2,827)	18,057	(3,526)	3,767
XIV	Other comprehensive income:								
a)	i) Items that will not be reclassified to Profit or Loss	(25)	63	(54)	(100)	(25)	63	(54)	(100)
	ii) Income tax related to above	9	(22)	19	35	8	(22)	19	35
b)	i) Items that will be reclassified to Profit or Loss	-	-	-	-	(36)	5	4	19
	ii) Income Tax related to above	-	-	-	-	-	-	-	-
XV	Total comprehensive income for the period (XIII+XIV)	(2,937)	18,431	(3,718)	2,592	(2,880)	18,103	(3,557)	3,721
XVI	Total comprehensive income attributable to:								
	i) owners of the Company	(2,937)	18,431	(3,718)	2,592	(2,880)	18,179	(3,638)	(6,768)
	ii) Non-controlling interests	-	-	-	-	(0)	(76)	81	(6)
XVII	Paid-up equity share capital	613	613	613	613	613	613	613	613
XVIII	Earning per share for continuing operations (of Re. 1/- each), (annualised, except for quarters)								
	Basic (in Rs.)	(3.49)	35.27	(10.01)	3.58	(4.33)	29.98	(5.52)	6.68
	Diluted (in Rs.)	(3.49)	35.27	(10.01)	3.58	(4.33)	29.98	(5.52)	6.68
XIX	Earning per share for discontinued operations (of Re. 1/- each), (annualised, except for quarters)								
	Basic (in Rs.)	(1.28)	(5.25)	4.00	0.76	(0.29)	(0.50)	(0.23)	(0.53)
	Diluted (in Rs.)	(1.28)	(5.25)	4.00	0.76	(0.29)	(0.50)	(0.23)	(0.53)



Statement of Standalone and Consolidated Financial Results (Unaudited) for the Quarter ended June 30, 2019								
Unaudited Segment-wise Revenue, Results and Capital Employed								
Particulars	Standalone				Consolidated			
	Quarter ended		Year ended		Quarter ended		Year ended	
	June 30, 2019	March 31, 2019	June 30, 2018	March 31, 2019	June 30, 2019	March 31, 2019	June 30, 2018	March 31, 2019
	Unaudited	Audited	Unaudited	Audited	Unaudited	refer note 3b	refer note 3b	Audited
For continuing Operations								
a) Segment revenue								
(i) Vaccines	2,482	2,926	919	9,621	2,482	2,742	919	9,619
(ii) Formulations (refer note 4)	-	-	-	-	10,096	9,218	9,009	36,051
(iii) Real estate (refer note 5)	-	-	-	-	-	-	-	-
Sub total	2,482	2,926	919	9,621	12,578	11,960	9,928	45,670
Less: Inter segment revenue	-	-	-	-	-	-	-	-
Total segment revenue	2,482	2,926	919	9,621	12,578	11,960	9,928	45,670
b) Segment results								
Profit (+)/ loss (-) before tax								
(i) Vaccines	(1,881)	21,869	(5,866)	3,255	(1,309)	16,871	(4,994)	(1,410)
(ii) Formulations (refer note 4)	-	-	-	-	(1,059)	1,754	1,877	6,272
(iii) Real estate (refer note 5)	-	-	-	-	-	-	-	-
Sub total	(1,881)	21,869	(5,866)	3,255	(2,368)	18,625	(3,117)	4,862
iv) Other unallocated expenditure net of unallocated income and exceptional items	-	-	-	-	-	-	-	-
Total Profit before tax	(1,881)	21,869	(5,866)	3,255	(2,368)	18,625	(3,117)	4,862
c) Capital employed								
Segment assets								
(i) Vaccines	75,365	63,428	52,487	63,428	78,449	67,844	53,474	67,844
(ii) Formulations (refer note 4)	-	-	39,038	-	41,970	43,065	40,373	43,065
(iii) Research & development	-	-	20,754	-	-	-	20,754	-
(iv) Real estate (refer note 5)	-	-	-	-	-	-	25,227	-
(v) Unallocated	-	-	52,579	-	-	-	52,733	-
Sub total	75,365	63,428	164,858	63,428	120,419	110,909	192,561	110,909
Segment liability								
(i) Vaccines	17,277	80,021	7,379	80,021	13,026	76,820	9,062	76,820
(ii) Formulations (refer note 4)	-	-	17,390	-	96,177	22,947	21,275	22,947
(iii) Research & development	-	-	3,182	-	-	-	3,182	-
(iv) Real estate (refer note 5)	-	-	-	-	-	-	2,879	-
(v) Unallocated	-	-	102,066	-	-	-	97,816	-
Sub Total	17,277	80,021	130,017	80,021	109,203	99,767	134,214	99,767
Capital employed (Segment assets - segment liabilities)								
(i) Vaccines	58,088	(16,593)	45,108	(16,593)	65,423	(8,976)	44,412	(8,976)
(ii) Formulations (refer note 4)	-	-	21,648	-	(54,207)	20,118	19,098	20,118
(iii) Research & development	-	-	17,572	-	-	-	17,572	-
(iv) Real estate (refer note 5)	-	-	-	-	-	-	22,348	-
(v) Unallocated	-	-	(49,487)	-	-	-	(45,083)	-
Total capital employed	58,088	(16,593)	34,841	(16,593)	11,216	11,142	58,347	11,142



Particulars	(Rs. in Lakh)							
	Standalone				Consolidated			
	Quarter ended		Year ended		Quarter ended		Year ended	
	June 30, 2019	March 31, 2019	June 30, 2018	March 31, 2019	June 30, 2019	March 31, 2019	June 30, 2018	March 31, 2019
	Unaudited	Audited	Unaudited	Audited	Unaudited	refer note 3b	refer note 3b	Audited
Information relating to discontinued operations as stated in note 4 & 5 to the financial results.								
a) Segment revenue								
(i) Formulations (refer note 4)	9,695	8,920	8,574	34,795	-	-	-	-
(ii) Real estate (refer note 5)	-	-	-	-	-	-	-	-
Total	9,695	8,920	8,574	34,795	-	-	-	-
b) Segment results (Profit (+)/ loss (-) before tax)								
(i) Formulations (refer note 4)	(688)	(3,023)	2,521	958	-	-	-	-
(ii) Real estate (refer note 5)	(96)	(193)	(72)	(495)	(159)	(298)	(119)	(239)
Total	(784)	(3,216)	2,449	463	(159)	(298)	(119)	(239)
c) Segment assets								
(i) Formulations (refer note 4)	40,737	41,957	-	41,957	-	-	-	-
(ii) Real estate (refer note 5)	38,653	38,818	-	-	26,487	26,644	-	26,644
Total	79,390	80,775	-	41,957	26,487	26,644	-	26,644
d) Segment liabilities								
(i) Formulations (refer note 4)	95,214	22,166	-	22,166	-	-	-	-
(ii) Real estate (refer note 5)	155	168	-	-	3,036	3,052	-	3,052
Total	95,369	22,334	-	22,166	3,036	3,052	-	3,052

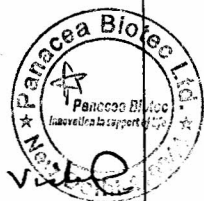


Notes:

1. The above unaudited 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 respective meetings held on August 12, 2019. Further, the limited review of the Financial Results for the Quarter ended June 30, 2019, in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been carried out by the statutory auditors.
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. a. 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) Unaudited 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) Unaudited financial results of overseas subsidiaries: Panacea Biotec (International) SA and Panacea Biotec Germany GmbH;
 - (iii) Unaudited financial results of Joint Venture: Chiron Panacea Vaccines Private Limited (under liquidation);
 - (iv) Unaudited 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 (liquidated on May 23, 2019); and
 - (vi) Unaudited financial results of Panacea Biotec Pharma Limited (incorporated on March 22, 2019), Meyten Realtech Private Limited (incorporated on April 12, 2019) and Ravinder Heights Limited (incorporated on April 15, 2019).
- b. The Company is presenting the consolidated financial information of the Group and its joint venture for the first time. Accordingly, the consolidated amounts for the preceding quarter ended March 31, 2019 and corresponding quarter ended June 30, 2018 as reported in the above results have not been subjected to audit or review. However, the management of the Holding Company has exercised necessary due diligence to ensure that the financial results for the said periods provide a true and fair view of the affairs of the Group and its joint venture. The financial results for the said periods been reviewed by the Holding Company's Audit Committee and approved by the Holding Company's Board of Directors.
4. 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 loss from the Pharma business amounting to INR 688 lakh for the quarter ended June 30, 2019 (net profit of INR 2,521 lakh for the quarter ended June 30, 2018) has been presented under 'Net Profit/ (Loss) before tax from discontinued operations' in the Standalone Statement of Financial Results. The assets and liabilities of the Pharma business amounting to INR 40,737 lakh and INR 95,214 lakh respectively are disclosed under the segment assets and liabilities relating to discontinued operations respectively in the Standalone Segment results as at June 30, 2019.

During the quarter under review, to implement the above divestiture, 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) and all intangible assets 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.



5. 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 (Ravinder Heights Limited) 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 Statement of Financial Results under 'Net Profit/(Loss) before tax from discontinued operations'. Similarly, the assets and liabilities of the real estate business have been disclosed under the segment assets and liabilities relating to discontinued operations respectively in the Standalone and Consolidated Statement of Assets and Liabilities.
6. During the Quarter under review, the Company has paid all its debts from the consortium lenders including ECB from Bank of India pursuant to the bilateral settlements agreed with them and has obtained 'no dues' certificates from such lenders.
7. During the Quarter under review, 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;
 - 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 and has launched this product in USA.
8. 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.



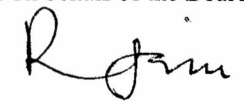
- b. In view of absence of profits during financial years 2013-14 and 2012-13, total remuneration paid to the Managing/ Joint Managing and Whole time Directors exceeded the ceiling prescribed in Section II of Part II of Schedule XIII to the Companies Act, 1956. Further, because of non-compliance to one 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, March 31, 2018 and March 31, 2019 respectively required 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 also paid managerial remuneration amounting to Rs. 93 Lakh during the quarter ended June 30, 2019 for which the Company required prior approval of the shareholders of the Company. 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 1,633 lakh as on June 30, 2019 as recoverable from such directors towards such excess remuneration paid. The Company is confident of obtaining necessary approvals from its shareholders.
9. For the quarter ended June 30, 2019, the Company has incurred a loss (before tax and exceptional items) of INR 2,665 lakh (2019: loss of INR 27,617 lakh) from the continuing and discontinued operations. The continuous operating losses had adversely affected the cash flows of the Company. As explained in Notes 4, 6 and 7 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 concluding that the going concern assumption continues to be valid.
10. 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.
11. Previous period amounts have been regrouped/ reclassified in compliance with IND-AS to make them comparable with those of current period/ year.
12. 0 under "Rs. in Lakh" represents amount less than Rs.50,000. Further, the figures shown in the tables may not exactly add up due to rounding off.
13. The above results are also available on the Company's website <http://www.panaceabiotec.com>

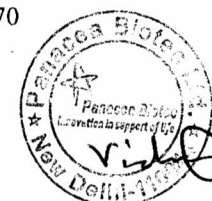
Place: New Delhi
Date: August 12, 2019

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.panaceabiotec.com>, E-mail: corporate@panaceabiotec.com

For and on behalf of the Board of Directors


Dr. Rajesh Jain
Managing Director



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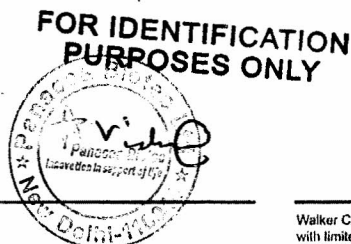
Walker Chandlok & Co LLP
21st Floor, DLF Square
Jacaranda Marg, DLF Phase II
Gurugram - 122 002
India

T +91 124 462 8000
F +91 124 462 8001

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

To the Board of Directors of Panacea Biotec Limited

1. We have reviewed the accompanying statement of standalone unaudited financial results ('the Statement') of Panacea Biotec Limited ('the Company') for the quarter ended 30 June 2019, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time.
2. The Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act'), SEBI Circular CIR/CFD/FAC/62/2016 dated 5 July 2016, (hereinafter referred to as 'the SEBI Circular'), and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, the SEBI Circular, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.



Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

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

5. We draw attention to

- (i) Note 8(a) to the Statement 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 8(b) to the Statement regarding payment of managerial remuneration for the quarter ended 30 June 2019 and 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 Act/ the Companies Act, 1956 by Rs. 1,633 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. 1,633 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 Act, 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 Act.

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

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Anupam Kumar
Partner
Membership No. 501531



UDIN No.: 19501531AAAAA x8682

Place: Gurugram
Date: 12 August 2019



Walker Chandlok & Co LLP

Walker Chandlok & Co LLP
21st Floor, DLF Square
Jacaranda Marg, DLF Phase II
Gurugram - 122 002
India

T +91 124 462 8000
F +91 124 462 8001

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

To the Board of Directors of Panacea Biotec Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results ('the Statement') of Panacea Biotec Limited ('the Holding Company'), its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') and its joint venture, (refer Annexure 1 for the list of subsidiaries and joint venture included in the Statement) for the quarter ended 30 June 2019, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Attention is drawn to the fact that the consolidated amounts for the preceding quarter ended 31 March 2019 and corresponding quarter ended 30 June 2018 as reported in the Statement have been approved by the Holding Company's Board of Directors, but have not been subjected to audit or review.
2. This Statement, which is the responsibility of the Holding Company's management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 ('the Act'), SEBI Circular CIR/CFD/FAC/62/2016 dated 5 July 2016, (hereinafter referred to as 'the SEBI Circular'), and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

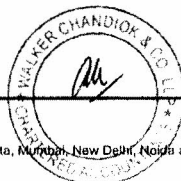
We also performed procedures in accordance with the SEBI Circular CIR/CFD/CMD1/44/2019 dated 29 March 2019 issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), to the extent applicable.

4. Based on our review conducted and procedures performed as stated in paragraph 3 above and upon consideration of the review reports of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, the SEBI Circular and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.

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

5. We draw attention to

- (i) Note 8(a) to the Statement regarding capital advances amounting to Rs. 1,768 lakhs given to a real estate developer for acquiring certain immovable properties in Dubai where the Holding Company has initiated legal recourse.
- (ii) Note 8(b) to the Statement regarding payment of managerial remuneration for the quarter ended 30 June 2019 and 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 Act /the Companies Act, 1956 by Rs. 1,633 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 Holding Company is required to recover the excess amount thus paid for the said years. The Holding Company has recorded an amount of Rs. 1,633 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 Act, 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 Act.

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.

6. We did not review the interim financial results of fifteen subsidiaries included in the Statement, whose financial information reflects total revenues of Rs. 403 lakhs, total net profit after tax of Rs. 28 lakhs, total comprehensive income of Rs. 28 lakhs for the quarter ended on 30 June 2019, as considered in the financial results of the entities included in the Group. The Statement also includes the Group's share of net profit after tax of Rs. 7 lakhs and total comprehensive income of Rs. 7 lakhs, for the quarter ended on 30 June 2018, as considered in the Statement, in respect of one joint venture, whose interim financial results have not been reviewed by us. These financial results have been reviewed by other auditors whose review reports have been furnished to us by other auditors at the request of the management, and our conclusion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture is based solely on the review reports of such other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion is not modified in respect of this matter.

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


Anupam Kumar
Partner
Membership No. 501531



UDIN: 19501531 AAAAAY2478

Place: Gurugram
Date: 12 August 2019

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Walker Chandiook & Co LLP

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

Annexure 1

List of entities included in the Statement

Name of the Entity	Nature of the relationship
Panacea Biotech Limited	Holding Company
Radhika Heights Limited	Subsidiary Company
Rees Investments Limited	Subsidiary Company (liquidated on 23 May 2019)
Panacea Biotech (International) SA	Subsidiary Company
PanEra Biotech Private Limited	Subsidiary Company
Panacea Biotech Pharma Limited	Subsidiary Company
Ravinder Heights Limited	Subsidiary Company
Meyten Realtech Private Limited	Subsidiary Company
Adveta Power Private Limited	Step down subsidiary
Cabana Construction Private Limited	Step down subsidiary
Cabana Structures Private Limited	Step down subsidiary
Nirmala Buildwell Private Limited	Step down subsidiary
Nirmala Organic Farms and Resorts Private Limited	Step down subsidiary
Radicura Infra Limited	Step down subsidiary
Sunanda Infra Limited	Step down subsidiary
Panacea Biotech Germany GmbH	Step down subsidiary
Chiron Panacea Vaccines Private Limited	Joint Venture



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