

PANACEA BIOTEC LIMITED

CIN:L33117PB1984PLC022350

Regd. Office: Ambala-Chandigarh Highway, Lalru – 140 501, Punjab**Corp. Office:** B-1 Extn./G-3, Mohan Co-operative Indl. Estate, Mathura Road, New Delhi - 110 044,**Website:** www.panaceabiotec.com **E-mail:** companysec@panaceabiotec.com **Tel:** +91 11 41679000, **Fax:** +91 11 41679075

**RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING)
ANNOUNCED ON DECEMBER 23, 2014**

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

1. Appointment of Mr. Om Parkash Kelkar (DIN: 00943362) as a non-executive independent director (as an Ordinary Resolution);
2. Granting option to CDR Lenders for converting Loans into Equity Shares (as a Special Resolution);
3. Approval for Sale of entire or substantial part of stake in Company's subsidiary NewRise Healthcare Pvt. Ltd (as a Special Resolution); and
4. Approval for creation of charges/mortgages on the Company's properties, in respect of borrowings upto Rs.1,500 Crore (as a Special Resolution).

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

The Board of Directors had appointed Mr. Akshit Gupta of M/s. U.S. & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. He has submitted his report dated December 19, 2014 on the Postal Ballot & e-voting and the following results were announced on December 23, 2014 at the corporate office of the Company:

Sl. No.	Particulars	Resolution No. 1		Resolution No. 2		Resolution No.3		Resolution No. 4	
		No. of Postal Ballots / e-voting	No. of Shares Voted	No. of Postal Ballots / e-voting	No. of Shares Voted	No. of Postal Ballots / e-voting	No. of Shares Voted	No. of Postal Ballots / e-voting	No. of Shares Voted
a.	Postal Ballot Forms received	80	3,18,26,787	80	3,18,26,787	80	3,18,26,787	80	3,18,26,787
b.	e-voting	131	2,29,03,526	131	2,29,03,526	131	2,29,03,526	131	2,29,03,526
	Total	211	5,47,30,313	211	5,47,30,313	211	5,47,30,313	211	5,47,30,313
c.	Less: Invalid Postal Ballot Forms /e-voting	-	-	-	-	-	-	-	-
d.	Net Valid Postal Ballot Forms/ e-voting	211	5,47,30,313	211	5,47,30,313	211	5,47,30,313	211	5,47,30,313
(i)	Postal Ballot Forms/ e-voting with assent	203	5,47,28,976	186	4,54,83,183	195	4,54,87,255	184	4,54,83,156
	% of Assent of net valid votes	-	99.99	-	83.10	-	83.11	-	83.10
(ii)	Postal Ballot Forms/ e-voting with dissent	06	292	19	92,43,790	12	92.41.718	24	92,45,852
	% of Dissent of net valid votes	-	0.001	-	16.89	-	16.88	-	16.89

In connection with the above, we would like to inform you that upon voting, all the Resolutions as set out in the Notice of Postal Ballot dated 31.10.2014 have been passed by the shareholders with the requisite majority.

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

For Panacea Biotec Ltd.

Sd/-
Soshil Kumar Jain
Chairman

Place: New Delhi
Date: 23.12.2014

Scrutinizers' Report

The Chairman,
Panacea Biotech Limited
Ambala-Chandigarh Highway,
Lalru, Punjab - 140501

Report on Result of Postal Ballot & e-voting

Dear Sir,

In terms of the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, we have been appointed as Scrutinizers by Panacea Biotech Limited (the Company) in its Board meeting held on 31st October, 2014 to conduct the Postal Ballot & e-voting Process in a fair and transparent manner in respect of the following 4 (Four) resolutions:

Resolution Number	Resolution Type	For
1	Ordinary Resolution	Appointment of Mr. Om Parkash Kelkar (DIN: 00943362) as a non-executive independent director.
2	Special Resolution	Option to CDR Lenders for converting Loans into Equity Shares.
3	Special Resolution	Approval for sale of investment in subsidiary.
4	Special Resolution	Creation of Charges/Mortgages on the Company's properties both present and future, in respect of borrowings.



We submit our report as under:

1. The Company completed the dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply inland letter(s) on 18th November, 2014 to its Members whose name(s) appeared in the Register of Members, as well as to the Beneficiaries, as per the Data provided by the Depositories, as on 31st October, 2014.
2. In Compliance to the provisions of Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with Clause 35B of the Listing Agreement, the Company had provided e-Voting facility to all its Members to enable them to cast their votes electronically.
3. The Company appointed National Securities Depository Limited (NSDL) (the Authorized Agency for e-voting) as the Service Provider for providing the facility of e-voting to its Members. The Service Provider provided the system for recording the votes of the Members electronically on all the items of the business sought to be transacted through Postal Ballot. The Service Provider accordingly set up e-voting facility on their website <https://evoting.nsdl.com>.
4. The Company had uploaded all the items of the business to be transacted on its website and also to its Service Provider to facilitate its Members to cast their vote through e-Voting.
5. Members opted for e-Voting facility have casted their votes on the designated website <https://evoting.nsdl.com> maintained by NSDL.
6. We monitored the process of e-voting through the secured link on the designated website provided by NSDL to us.
7. The particulars of all Postal Ballot forms received from the Members in physical form(s) and electronic ballot report generated from NSDL were entered in a separate Register maintained for the purpose.
8. The physical Postal Ballots received by the Company by post/courier/by hand were kept under our safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Postal Ballot forms. The electronic ballots were maintained by NSDL in electronic registry.
9. The ballot boxes containing the physical Postal Ballot were opened in our presence in due course of the scrutiny thereof. We downloaded e-Voting report from the NSDL website in respect of Members who voted through e-Voting.



10. All Postal Ballot forms and e-Votes received upto 6.00 P.M. on 17th December, 2014, i.e. the last time and date fixed by the Company for receipt of the postal ballots, were considered and none of the envelopes/Postal Ballot forms received after the fixed date and time were considered for the purpose of this report.
11. The Postal Ballot forms and electronic ballots were matched with the Register of Members of the Company as on 31st October, 2014.
12. There were 149 envelopes containing Postal Ballot form(s)/Notice, which were returned undelivered. These envelopes have not been opened and are kept separately.
13. We did not find any defaced or mutilated ballot paper(s).
14. The Members exercised their voting either by electronic or physical mode. There was no case wherein a shareholder opted for both the facilities.
15. The total paid up Equity Share Capital of the Company as on 31st October, 2014 was Rs. 6,12,50,746/-.
16. After our scrutiny, the summary of Postal Ballots including e-voting is given below:

RESOLUTION NO.1:-

Particulars	No. of Shareholders	No. of Equity Shares	Paid up value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
a) Total Votes received	211	54730313	5,47,30,313	--
b) Less: Invalid votes	0	0	0	0.00%
c) Net Valid votes cast	211	54730313	5,47,30,313	100%
d) Votes with assent for the Resolution	203	54728976	5,47,28,976	99.99
e) Votes with dissent for the Resolution	06	292	292	0.001
f) Votes with neither assent nor dissent for the Resolution	02	1045	1045	0.002

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



RESOLUTION NO.2:-

Particulars	No. of Shareholders	No. of Equity Shares	Paid up value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
a) Total votes Received	211	54730313	5,47,30,313	--
b) Less: Invalid votes	0	0	0	0.00%
c) Net Valid votes cast	211	54730313	5,47,30,313	100%
d) Votes with assent for the Resolution	186	45483183	4,54,83,183	83.104%
e) Votes with dissent for the Resolution	19	9243790	92,43,790	16.890%
f) Votes with neither consent nor dissent for the Resolution	5	3340	3340	0.006%

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

RESOLUTION NO.3:-

Particulars	No. of Shareholders	No. of Equity Shares	Paid up value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
a) Total votes Received	211	54730313	5,47,30,313	--
b) Less: Invalid votes	0	0	0	0.00%
c) Net Valid votes cast	211	54730313	5,47,30,313	100%
d) Votes with assent for the Resolution	195	45487255	4,54,87,255	83.112%
e) Votes with dissent for the Resolution	12	9241718	92,41,718	16.886%
f) Votes with neither consent nor dissent for the Resolution	4	1340	1340	0.002%

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



RESOLUTION NO.4:-

Particulars	No. of Shareholders	No. of Equity Shares	Paid up value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
a) Total votes Received	211	54730313	5,47,30,313	--
b) Less: Invalid votes	0	0	0	0.00%
c) Net Valid votes cast	211	54730313	5,47,30,313	100%
d) Votes with assent for the Resolution	184	45483156	4,54,83,156	83.104%
e) Votes with dissent for the Resolution	24	9245852	92,45,852	16.893%
f) Votes with neither consent nor dissent for the Resolution	3	1305	1305	0.002%

Please see the explanation given under point Nos. D1 & D2 of "Annexure-D" attached to this report

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

Resolution Number	Total Valid Votes (A)	Votes with Assent (B)	Percentage (B/A*100)
1	54730313	54728976	99.99%
2	54730313	45483183	83.10%
3	54730313	45487255	83.11%
4	54730313	45483156	83.10%

Accordingly, All the i.e. Resolution No. 1, 2 3, 4 got passed with requisite majority.



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

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

Date : 19.12.2014
Place : New Delhi



Annexure-A

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

A1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up Value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
Total Valid Votes	80	31826787	3,18,26,787	100.000%
Votes with Assent	74	31826475	3,18,26,475	99.999%
Votes with Dissent	5	267	267	0.001%
No Voting	1	45	45	0.000%

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up Value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
Net Valid Votes	131	22903526	2,29,03,526	100.000%
Votes with Assent	129	22902501	2,29,02,501	99.996%
Votes with Dissent	1	25	25	0.000%
No Voting	1	1000	1,000	0.004%



Annexure-B

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

B1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up Value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
Net Valid Votes	80	31826787	3,18,26,787	100.000%
Votes with Assent	64	22583137	2,25,83,137	70.956%
Votes with Dissent	15	9243615	92,43,615	29.044%
No Voting	1	35	35	0.000%

B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up Value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
Net Valid Votes	131	22903526	2,29,03,526	100.000%
Votes with Assent	122	22900046	2,29,00,046	99.985%
Votes with Dissent	4	175	175	0.001%
No Voting	5	3305	3,305	0.014%



Annexure-C

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

C1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up Value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
Net Valid Votes	80	31826787	3,18,26,787	100.000%
Votes with Assent	68	22585084	2,25,85,084	70.963%
Votes with Dissent	11	9241668	92,41,668	29.037%
No Voting	1	35	35	0.000%

C2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up Value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
Net Valid Votes	131	22903526	2,29,03,526	100.000%
Votes with Assent	127	22902171	2,29,02,171	99.994%
Votes with Dissent	1	50	50	0.000%
No Voting	3	1305	1305	0.006%



Annexure-D

A detailed summary of voting through postal ballot and electronic mode in respect of Resolution No. 4 is given herein below:

D1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up Value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
Net Valid Votes	80	31826787	3,18,26,787	100.000%
Votes with Assent	65	22583241	2,25,83,241	70.957%
Votes with Dissent	15	9243546	92,43,546	29.043%
No Voting	0	0	0	0.000%

D2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up Value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
Net Valid Votes	131	22903526	2,29,03,526	100.000%
Votes with Assent	119	22899915	2,28,99,915	99.984%
Votes with Dissent	9	2306	2,306	0.010%
No Voting	3	1305	1,305	0.006%

