

30th September, 2016

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

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

Sub: Details of the Voting Results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith details of combined voting results of the Remote e-voting, which was commenced on 25th September, 2016 and ended on 27th September, 2016 and the Poll conducted at the venue of the AGM held on 28th September, 2016.

This is for your information and record.

Kindly acknowledge the receipt.

Thanking you,
Yours truly,
for **Panacea Biotec Ltd.**



Vinod Goel
Group CFO and Head Legal
& Company Secretary

Encl.: As Above



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 9075

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

Format for Voting Results

Date of the AGM	28 th September, 2016
Total number of shareholders on record date	10,636
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	08 32
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	0

Agenda –wise disclosure

1. Consider and adopt:

a) Audited Financial Statements for the Financial Year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.

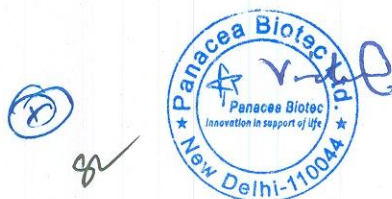
b) Audited Consolidated Financial Statements for the Financial Year ended March 31, 2016 and the Report of the Auditors thereon.

Resolution required: (Ordinary/Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,56,92,567	2,29,76,800	50.29	2,29,76,800	-	100.00	-
	Poll		1,97,76,813	43.28	1,97,76,813	-	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		4,27,53,613	93.57	4,27,53,613	-	100.00	-
Public Institutions	E-Voting	81,072	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		-	-	-	-	-	-
Public Non Institutions	E-Voting	1,54,77,107	92,46,394	59.74	5,161	92,41,233	0.06	99.94
	Poll		7,626	0.05	7,626	-	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		92,54,020	59.79	12,787	92,41,233	0.14	99.86
Total		6,12,50,746	5,20,07,633	84.90	4,27,66,400	92,41,233	82.23	17.77



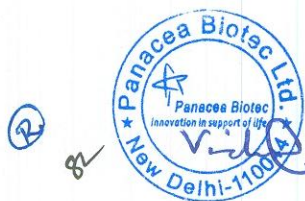
2. Re-appointment of retiring director i.e. Mr. Ravinder Jain

Resolution required: (Ordinary/Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,56,92,567	2,29,76,800	50.29	2,29,76,800	-	100.00	-
	Poll		1,97,76,813	43.28	1,97,76,813	-	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		4,27,53,613	93.57	4,27,53,613	-	100.00	-
Public Institutions	E-Voting	81,072	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		-	-	-	-	-	-
Public Non Institutions	E-Voting	1,54,77,107	92,46,394	59.74	4,041	92,42,353	0.04	99.96
	Poll		7,626	0.05	7,626	-	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		92,54,024	59.79	11,667	92,42,353	0.13	99.87
Total		6,12,50,746	5,20,07,633	84.90	4,27,65,280	92,42,353	82.23	17.77



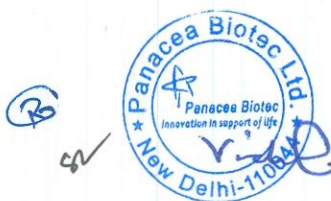
3. Re-appointment of retiring Director i.e. Dr. Rajesh Jain

Resolution required: (Ordinary/Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,56,92,567	2,29,76,800	50.29	2,29,76,800	-	100.00	-
	Poll		1,97,76,813	43.28	1,97,76,813	-	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		4,27,53,613	93.57	4,27,53,613	-	100.00	-
Public Institutions	E-Voting	81,072	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		-	-	-	-	-	-
Public Non Institutions	E-Voting	1,54,77,107	92,46,394	59.74	4041	92,42,353	0.04	99.96
	Poll		7,626	0.05	7,626	-	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		92,54,020	59.79	11,667	92,42,353	0.13	99.87
Total		6,12,50,746	5,20,07,633	84.90	4,27,65,280	92,42,353	82.23	17.77



4. Ratification of appointment of M/s Walker Chandio& Co. LLP as Statutory Auditors

Resolution required: (Ordinary/Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,56,92,567	2,29,76,800	50.29	1,14,79,000	1,14,97,800	49.96	50.04
	Poll		1,97,76,813	43.28	1,97,76,813	-	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		4,27,53,613	93.57	3,12,55,813	1,14,97,800	73.11	26.89
Public Institutions	E-Voting	81,072	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		-	-	-	-	-	-
Public Non Institutions	E-Voting	1,54,77,107	92,46,394	59.74	5,161	92,41,233	0.06	99.94
	Poll		7,626	0.05	7,626	-	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		92,54,020	59.79	12,787	92,41,233	0.14	99.86
Total		6,12,50,746	5,20,07,633	84.90	3,12,68,600	2,07,39,033	60.12	39.88



5. Ratification of remuneration of M/s G.T. & Co, Cost Accountants, Cost Auditors of the Company

Resolution required: (Ordinary/Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,56,92,567	2,29,76,800	50.29	1,14,79,000	1,14,97,800	49.96	50.04
	Poll		1,97,76,813	43.28	1,97,76,813	-	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		4,27,53,613	93.57	3,12,55,813	1,14,97,800	73.11	26.89
Public Institutions	E-Voting	81,072	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		-	-	-	-	-	-
Public Non Institutions	E-Voting	1,54,77,107	92,46,394	59.74	4,136	92,42,258	0.04	99.95
	Poll		7,626	0.05	7,626	-	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		92,54,020	59.79	11,762	92,42,258	0.13	99.87
Total		6,12,50,746	5,20,07,633	84.90	3,12,67,575	2,07,40,058	60.12	39.88





SCRUTINIZER'S REPORT-COMBINED

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20, 21 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations")]

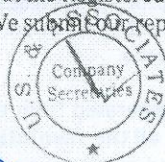
To,

The Chairman of 32nd Annual General Meeting of
Panacea Biotec Limited
Ambala-Chandigarh Highway,
Lalru, Punjab-140501

REPORT ON ELECTRONIC VOTING CARRIED OUT DURING 25th DAY OF SEPTEMBER, 2016 (09.00 HOURS) TO 27th SEPTEMBER, 2016 (17.00 Hours) & POLL CONDUCTED AT 32nd ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF PANACEA BIOTEC LIMITED, HELD ON WEDNESDAY THE 28th DAY OF SEPTEMBER, 2016 AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT AMBALA-CHANDIGARH HIGHWAY, LALRU-140051, PUNJAB

Dear Sir,

I, Akshit Gupta, Partner of U.S. & Associates, Company Secretaries Firm having its office at 407-408, GD-ITL Tower B-08, Netaji Subhash Place, New Delhi-110034, was appointed as a Scrutinizer of Panacea Biotec Limited ("the Company") pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable, for the purpose of Scrutinizing the e-voting and Poll process in a fair and transparent manner and ascertaining the requisite majority on e-voting and poll carried out as per the provision of Companies Act, 2013 on the below mentioned resolution(s) passed at the AGM of the Shareholders of the Company held on Wednesday, the 28th Day of September, 2016 at 11:30 A.M. at the Registered Office of the Company at Ambala-Chandigarh Highway, Lalru-140051, Punjab. We submit our report as under:



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1. As per the provisions of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), the Company had provided the facility of electronic voting ("e-voting") to the shareholders to cast their votes electronically on all the resolutions proposed in the Notice of 32nd Annual General Meeting.
2. The Company has appointed National Securities Depository Limited (NSDL) (the Authorized Agency for e-voting) as the service provider, for providing the facility of remote e-voting to the shareholders of the Company. The service provider has provided a system for recording the votes of the shareholders electronically on the item of the businesses sought to be transacted in the AGM of the Company. The Service provider accordingly has set up e-voting facility on their website <https://evoting.nsdl.com>.
3. In line with the provisions of the Companies Act, 2013 and in term of the clarification issued by MCA, voting by show of hands was not conducted at the Annual General Meeting as e-voting has been offered to the Shareholders. Therefore, at the AGM of the Company, voting was conducted by means of poll under Rule 21 of the Companies (Management and Administration) Rules, 2014.
4. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof on the resolution contained in the Notice of 32nd Annual General Meeting. Our responsibilities as scrutinizers are restricted to make a Scrutinizers' Report of the votes cast "For" or "Against" the resolution stated in the Notice.
5. The e-voting period remained open from 25th September, 2016 (9:00 a.m.) to 27th September, 2016 (5:00 p.m.).
6. Further, 01 (One) empty ballot (polling) box was locked and sealed by me in the presence of the members and the proxies. Subsequent to the completion of polling process, the ballot (polling) box was unlocked by me in the presence of two witnesses and the poll papers were diligently scrutinized by me.
7. Based on the report generated from the e-voting system provided by NSDL and votes casted by Poll at AGM, **all the resolutions stands passed with requisite majority**, we submit the consolidated results of e-voting and Poll as annexed herewith (**Annexure-I**). Accordingly we request the Chairman of the AGM or in his absence any other authorised person (authorised in writing by Chairman) to ~~declare~~ the result of the meeting.



8. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company for safe keeping.

Date : 30.09.2016
Place : New Delhi

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


Akshat Gupta
Membership No. F8472
CP No. 11408



Annexure-I

RESOLUTION-1. AS AN ORDINARY RESOLUTION

TO CONSIDER AND ADOPT (A) THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON; AND (B) THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016 AND THE REPORT AUDITORS THEREON.

Mode	Number of Voting		Favour		Against	
	Ballots	Votes	Ballots	Votes	Ballots	Votes
E-Voting	28	32223194	24	22981961	4	9241233
Valid Poll	33	19784439	33	19784439	0	0
Total	61	52007633	57	42766400	4	9241233

Total Valid Shares (Total Shares) = 52007633
Votes in Favour (% of Total Valid Shares) = 82.23%
Votes in Against (% of Total Valid Shares) = 17.77%
No Voting (% of Total Valid Shares) = 0.00%

RESOLUTION-2. AS AN ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF MR. RAVINDER JAIN (DIN 00010101), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

Mode	Number of Voting		Favour		Against	
	Ballots	Votes	Ballots	Votes	Ballots	Votes
E-Voting	28	32223194	22	22980841	6	9242353
Valid Poll	33	19784439	33	19784439	0	0
Total	61	52007633	55	42765280	6	9242353

Total Valid Shares (Total Shares) = 52007633
Votes in Favour (% of Total Valid Shares) = 82.23%
Votes in Against (% of Total Valid Shares) = 17.77%
No Voting (% of Total Valid Shares) = 0.00%



RESOLUTION 3. AS AN ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF DR. RAJESH IAIN (DIN 00013053), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

Mode	Number of Voting		Favour		Against	
	Ballots	Votes	Ballots	Votes	Ballots	Votes
E-Voting	28	32223194	22	22980841	6	9242353
Valid Poll	33	19784439	33	19784439	0	0
Total	61	52007633	55	42765280	6	9242353

Total Valid Shares (Total Shares) = 52007633
Votes in Favour (% of Total Valid Shares) = 82.23%
Votes in Against (% of Total Valid Shares) = 17.77%
No Voting (% of Total Valid Shares) = 0.00%

RESOLUTION 4. AS AN ORDINARY RESOLUTION

TO CONSIDER AND RATIFY THE APPOINTMENT OF M/S WALKER CHANDIOK & CO. LLP, CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY.

Mode	Number of Voting		Favour		Against	
	Ballots	Votes	Ballots	Votes	Ballots	Votes
E-Voting	28	32223194	19	11484161	9	20739033
Valid Poll	33	19784439	33	19784439	0	0
Total	61	52007633	52	31268600	9	20739033

Total Valid Shares (Total Shares) = 52007633
Votes in Favour (% of Total Valid Shares) = 60.12%
Votes in Against (% of Total Valid Shares) = 39.88%
No Voting (% of Total Valid Shares) = 0.00%



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RESOLUTION 5. AS AN ORDINARY RESOLUTION

TO CONSIDER AND RATIFY THE REMUNERATION OF COST AUDITORS M/S G.T. & CO. FOR THE FINANCIAL YEAR 2016-17.

Mode	Number of Voting		Favour		Against	
	Ballots	Votes	Ballots	Votes	Ballots	Votes
E-Voting	28	32223194	18	11483136	10	20740058
Valid Poll	33	19784439	33	19784439	0	0
Total	61	52007633	51	31267575	10	20740058

Total Valid Shares (Total Shares) = 52007633
Votes in Favour (% of Total Valid Shares) = 60.12%
Votes in Against (% of Total Valid Shares) = 39.88%
No Voting (% of Total Valid Shares) = 0.00%

Date 30.09.2016
Place New Delhi



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

Akshit Gupta
Membership No. F8472
CP No. 11408



U. S. & Associates

Company Secretaries

407-408, B-08 GD-ITL Tower, Netaji Subhash Place,
Pitam Pura, New Delhi-110034 (India)
Tel: +91-11-47015959, 47015989
cs@sigmalegal.in

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SCRUTINIZER'S REPORT ON POLL

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014] as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent it applicable.

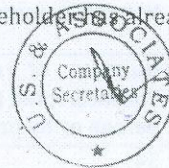
To,
The Chairman
32nd Annual General Meeting of the
Equity Shareholders of Panacea Biotec Limited
Held on 28th September, 2016 at 11:30 A.M. at
Ambala-Chandigarh Highway, Lalru, Punjab-140501

**REPORT ON POLL CONDUCTED FOR 32ND ANNUAL GENERAL MEETING OF
THE EQUITY SHAREHOLDERS OF PANACEA BIOTEC LIMITED, HELD ON
WEDNESDAY, THE 28TH DAY OF SEPTEMBER, 2016 AT 11:30 A.M. AT THE
REGISTERED OFFICE OF THE COMPANY AT AMBALA-CHANDIGARH HIGHWAY,
LALRU-140051, PUNJAB**

Dear Sir,

I, Akshit Gupta, Partner of M/s. U S & Associates, Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 32nd Annual General Meeting of the Equity Shareholders of Panacea Biotec Limited, held on Wednesday, the 28th September, 2016 at 11:30 A.M. at the Registered Office of the Company at Ambala- Chandigarh Highway, Lalru, Punjab-140501, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. I found one poll paper as invalid because the said shareholder has already exercise his vote through e-voting.



4. The result of the Poll is as under:

RESOLUTION-1. AS AN ORDINARY RESOLUTION

TO CONSIDER AND ADOPT (A) THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON; AND (B) THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016 AND THE REPORT AUDITORS THEREON.

- i. Voted in favour of the resolution:

Number of members Present & voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	19784440	100

- ii. Voted against the resolution:

Number of members Present & voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

- iii. Invalid Votes:

Total number of members (person or proxy) whose votes were declared invalid	Total number of votes cast by them
1	1

RESOLUTION-2. AS AN ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF MR. RAVINDER JAIN (DIN 00010101), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

- i. Voted in favour of the resolution:

Number of members Present & voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	19784440	100

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ii. Voted **against** the resolution:

Number of members Present & voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii. Invalid Votes:

Total number of members (person or proxy) whose votes were declared invalid	Total number of votes cast by them
1	1

RESOLUTION 3. AS AN ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF DR. RAJESH JAIN (DIN 00013053), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

i. Voted in **favour** of the resolution:

Number of members Present & voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	19784440	100

ii. Voted **against** the resolution:

Number of members Present & voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii. Invalid Votes:

Total number of members (person or proxy) whose votes were declared invalid	Total number of votes cast by them
1	1



RESOLUTION 4. AS AN ORDINARY RESOLUTION

TO CONSIDER AND RATIFY THE APPOINTMENT OF M/S WALKER CHANDIOK & CO. LLP. CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY.

i. Voted in **favour** of the resolution:

Number of members Present & voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	19784440	100

ii. Voted **against** the resolution:

Number of members Present & voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii. **Invalid** Votes:

Total number of members (person or proxy) whose votes were declared invalid	Total number of votes cast by them
1	1

RESOLUTION 5. AS AN ORDINARY RESOLUTION

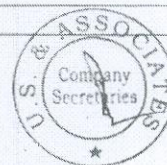
TO CONSIDER AND RATIFY THE REMUNERATION OF COST AUDITORS M/S G.T. & CO. FOR THE FINANCIAL YEAR 2016-17.

i. Voted in **favour** of the resolution:

Number of members Present & voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	19784440	100

CP

8



ii. Voted **against** the resolution:

Number of members Present & voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

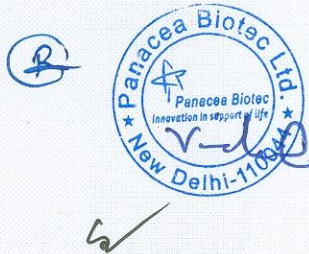
iii. **Invalid Votes:**

Total number of members (person or proxy) whose votes were declared invalid	Total number of votes cast by them
1	1

2. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid, for this resolution is enclosed.
3. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

Date 30.09.2016
Place New Delhi



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

Akshat Gupta
Membership No. F8472
CP No. 11408



U. S. & Associates

Company Secretaries

407-408, B-08 GD-ITL Tower, Netaji Subhash Place,
Pitam Pura, New Delhi-110034 (India)
Tel: +91-11-47015959, 47015989
cs@sigmalegal.in

SCRUTINIZER'S REPORT ON E VOTING

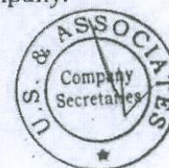
[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20, 21 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations")]

To,
The Chairman of 32nd Annual General Meeting of
Panacea Biotec Limited
Ambala-Chandigarh Highway,
Lalru, Punjab-140501

REPORT ON ELECTRONIC VOTING CARRIED OUT DURING 25th DAY OF SEPTEMBER, 2016 (09.00 HOURS) TO 27th SEPTEMBER, 2016 (17.00 Hours) CONDUCTED FOR 32nd ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF PANACEA BIOTEC LIMITED, HELD ON 28th DAY OF SEPTEMBER, 2016 AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT AMBALA-CHANDIGARH HIGHWAY, LALRU-140051, PUNJAB

Dear Sir,

1. As per the provisions of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015') the Company had provided the facility of electronic voting ("e-voting") to the shareholders to cast their votes electronically on the resolutions proposed in the Notice of 32nd Annual General Meeting ("AGM").
2. I, **Akshit Gupta**, Partner of U.S. & Associates Practicing Company Secretary, was appointed as Scrutinizer to scrutinize the e-voting process at the AGM and for ascertaining the requisite majority on e-voting carried out for the resolution proposed to be passed at the AGM of the Shareholders of the Company.



3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof on the resolution contained in the Notice of 32nd Annual General Meeting of Equity shareholders of the Company. Our responsibilities as scrutinizers are restricted to make a Scrutinizers' Report of the votes cast "For" or "Against" the resolution stated in the Notice.
4. The Company has appointed National Securities Depository Limited (NSDL) (the Authorized Agency for e-voting) as the service provider, for providing the facility of electronic voting to the shareholders of the Company. The service provider has provided a system for recording the votes of the shareholders electronically on the item of the businesses sought to be transacted in the AGM of the Company. The Service provider accordingly has set up e-voting facility on their website <https://evoting.nsdl.com>.
5. Based on the report generated from the e-voting system provided by NSDL **results of e-voting as under:**

RESOLUTION-1. AS AN ORDINARY RESOLUTION

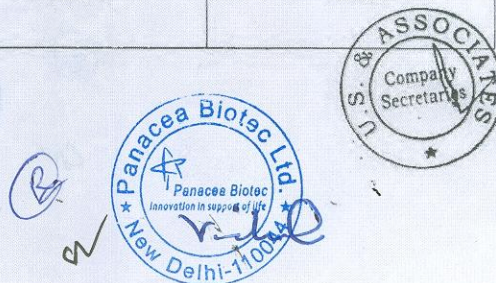
TO CONSIDER AND ADOPT (A) THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON; AND (B) THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016 AND THE REPORT AUDITORS THEREON.

i. Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
24	22981961	71.32

ii. Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
4	9241233	28.68



ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
9	20739033	64.36

iii. Invalid Votes:

Total number of members (person or proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

RESOLUTION 5. AS AN ORDINARY RESOLUTION

TO CONSIDER AND RATIFY THE REMUNERATION OF COST AUDITORS M/S G.T. & CO. FOR THE FINANCIAL YEAR 2016-17.

i. Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
18	11483136	35.64

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
10	20740058	64.36

iii. Invalid Votes:

Total number of members (person or proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



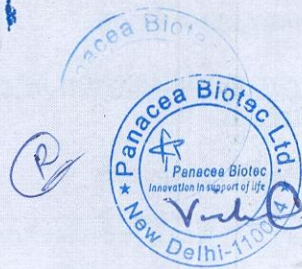
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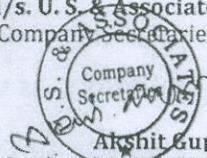
6. Based on the above e-voting and after considering results of poll at the AGM, we request the Chairman of the AGM or in his absence any other authorised person (authorised in writing by Chairman) to declare the result of the meeting forthwith.

Thanking you,
Yours faithfully,

Date 30.09.2016
Place New Delhi



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


Alshit Gupta
Membership No. F8472
CP No. 11408