

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

NOTICE

NOTICE is hereby given that the Thirty First Annual General Meeting of the Members of Panacea Biotec Limited ('the Company') will be held on Wednesday, September 30, 2015 at 11.30 A.M. at the Registered Office of the Company at Ambala-Chandigarh Highway, Lalru - 140 501, Punjab, to transact the following businesses:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2015 and the reports of Directors and Auditors thereon and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:
 - a. "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and the Auditors thereon; be and is hereby adopted and approved."
 - b. "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and the report of Auditors thereon; be and is hereby adopted and approved."
2. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Mr. Soshil Kumar Jain (DIN: 00012812), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby appointed as director liable to retire by rotation."
3. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Mr. Sumit Jain (DIN: 00014236), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby appointed as director liable to retire by rotation."
4. To ratify the appointment of M/s. Walker Chandio & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and pursuant to the recommendations of the Audit Committee, the appointment of M/s. Walker Chandio & Co LLP, Chartered Accountants (ICAI Firm Registration No. 001076N/ N500013), who have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of the Companies (Audit and Auditors) Rules, 2014, as statutory auditors of the Company, approved in the 30th Annual General Meeting held on September 25, 2015 until the conclusion of 35th Annual General Meeting, be and is hereby ratified in this Annual General Meeting till the conclusion of the next Annual General Meeting, with such remuneration as may be decided by the Board of Directors of the Company."

AS SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:-

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act"), read with Schedule V to the Act and pursuant to Article 115 of the Articles of Association of the Company and subject to the approval of the Central Government and all other consents, permissions as may be required,

if any, Mr. Sumit Jain (DIN 00014236) be and is hereby re-appointed as Whole-time Director designated as Director (Operations and Projects) of the Company for a period of three years with effect from July 22, 2015, whose office as director, is liable to retire by rotation on the following terms and conditions:

A. REMUNERATION

- a) Salary: Minimum Rs.2,10,000 p.m.
[with liberty to the Board to review and set the level from time to time subject to a maximum of Rs.4.5 Lac per month]
- b) Perquisites and allowances
 1. Housing
 - i) Company owned/ leased furnished house with actual upkeep and maintenance expenses. In case rent-free accommodation is not provided, he will be entitled to house rent allowance @ 50% of salary.
 - ii) Expenses pertaining to gas, electricity, water and other utilities will be borne/ reimbursed by the Company.
 - iii) Company shall provide such furniture and furnishing as may be required by the Director.
2. Medical Reimbursement - Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalisation, nursing home and surgical charges for self and family.
3. Leave Travel Assistance - Once a year for self & family as per rules of the Company.
4. Group Accident and Medical Insurance Policy (ies) - As per rules of the Company.
5. Club fees - Membership fee of such clubs as may be considered appropriate including admission and life membership fee.
6. Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per rules of the Company.
7. Gratuity - Upto half a month's salary for each completed year of service on the basis of his normal salary drawn ignoring the current salary cut
8. Leave Encashment - As per rules of the Company but not exceeding one month's leave for every 11 months of service.
9. Conveyance - The Company shall provide two fully insured cars with driver and reimbursement of the operational expenses, one for discharge of official responsibilities by the Director and the other at his residence for his personal use and that of his family members and business guests.
10. Telephone, Telefax and other communication facilities - The Company shall provide/reimburse expenses in respect of one or more cellular phone (with handset) for his use, and three Telephone connections with STD & ISD facilities, one fax connection with fax machine, Cable Internet connection and other communication facilities at the Director's residence.
11. Security - The Company shall provide for round the clock security at the Director's residence.

B. OTHER TERMS

1. Mr. Sumit Jain shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof.
2. Mr. Sumit Jain shall not become interested or otherwise concerned directly or through his relative(s) in any selling

agency of the Company without the prior approval of the Central Government.

3. Minimum Remuneration – In the event of loss or inadequacy of profits, the above remuneration by way of salary, commission, perquisites and other allowances payable to the above said Whole-time Director, being within the limits prescribed in Section II of Part II of Schedule V to the Act, shall be payable as minimum remuneration.
4. Unless otherwise a shorter period is decided mutually between the Director and the Board of Directors, the office as Whole-time Director may be terminated by either party by giving three months' notice in writing, of such termination.
5. If, at any time, Mr. Sumit Jain ceases to be the director of the Company for any causes whatsoever, his office as Whole-time Director shall forthwith be terminated.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as the Board may consider necessary or expedient to give effect to this resolution."

6. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV, Section 161 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Manjula Upadhyay (DIN: 07137968), who was appointed as an Additional Director of the Company by the Board at its meeting held on March 30, 2015 and who holds office of Director upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013, from a member signifying his intention to propose her candidature for the office of Director, be and is hereby appointed as an non-executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years from the date of appointment i.e. March 30, 2015 upto March 29, 2020, not liable to retire by rotation."

7. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), M/s. G.T. & Co., Cost Accountants, appointed as Cost Auditors of the Company, by the Board of Directors to conduct the audit of the cost records of the Company for the financial year 2015-16 at a remuneration of Rs.75,000 (Rupees Seventy Five Thousand Only) (including out of pocket expenses as may be incurred in connection with the audit but excluding out of pocket expenses as may be incurred in connection with the outstation travels as per actuals) and Service Tax as may be applicable, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution."

8. To consider and if thought fit, to pass the following resolution as an SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act"), read with Schedule V to the Act and pursuant to Article 115 of the Articles of Association of the Company and subject to the approval of the Central Government, the consent of the Company be and is hereby accorded for the protection/ratification of the excess remuneration of Rs.82,418 (Rupees Eighty Two Thousand Four Hundred Eighteen Only) paid out of total remuneration to Mr. Ravinder Jain (DIN: 00010101), Managing Director, for the financial year 2014-15.

RESOLVED FURTHER THAT unless otherwise decided by the Board of Directors on the recommendation of Nomination & Remuneration Committee, the remuneration payable to the Managing Director during his remaining tenure from April 1, 2015 onwards shall remain the same as was approved by the

shareholders in the Annual General Meeting held on September 25, 2014.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as the Board may consider necessary or expedient to give effect to this resolution."

By order of the Board
For Panacea Biotec Ltd.

Place : New Delhi
Date : August 13, 2015

Vinod Goel
Group CFO and Head Legal
& Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing proxy should however, be deposited at the Registered/ Corporate Office of the Company not less than forty-eight hours before the commencement of the meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Shareholders are requested to bring their copy of Annual Report to the Meeting.
3. Members/Proxies should fill the Attendance Slip and hand over the same at the entrance for attending the meeting.
4. Those who hold shares in dematerialised form are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting.
5. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Queries proposed to be raised at the Annual General Meeting may please be sent to the Company at its Registered/Corporate Office, at least 7 days prior to the date of Annual General Meeting to enable the Company to compile the information and answer them in the meeting.
8. The Register of Members and Share Transfer Register will remain closed from Thursday, 24th day of September, 2015 to Wednesday, 30th day of September, 2015(both days inclusive) for the purpose of Annual General Meeting.
9. In view of non-availability of profits during the Financial Year 2014-15, the Board of Directors has not recommended any dividend on the Equity Shares of the Company.
10. As provided in Section 205A and 205C of the Companies Act, 1956, dividend for the financial year ended March 31, 2008 and thereafter, which remain unpaid or unclaimed for a period of 7 years, will be transferred to the Investor Education and Protection Fund ('IEP Fund'). The unclaimed dividend in respect of financial years upto 2006-07 has already been transferred to the IEP Fund.

The information in respect of unclaimed dividend due for transfer to the IEP Fund in future is given in the Corporate Governance Report forming part of Annual Report. The Company has also uploaded the details of unpaid and unclaimed amounts lying with the company as on September 25, 2014 (date of last AGM) on the website of the Company as also on the website of Ministry of Corporate Affairs.

Shareholders, who have not yet encashed their dividend warrant(s) for such period, may send their request for revalidation of Dividend Warrant(s) or issue of duplicate Dividend Warrant(s), as the case may be, to the Company's Corporate Office immediately.
11. Non-Resident Indian Shareholders are requested to inform the Company's Registrar & Transfer Agent (RTA) immediately:
 - a) the particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.

- b) any change in their residential status on return to India for permanent settlement.
12. The members holding shares in physical form are requested to intimate any change in their address to the Company's RTA. Those holding Shares in dematerialised form should intimate any such change to their Depository Participants.
 13. The shareholders who are holding Shares in physical form and have not yet got exchanged their Share Certificates for Equity Shares of Rs.10 each, into new Share Certificate(s) in respect of sub-divided Equity Shares of Re.1 each, are requested to send the request along with the related original Share Certificate(s) immediately.
 14. Those members who have not yet got their Equity Shares dematerialised are requested to contact any of the Depository Participants in their vicinity for getting their shares dematerialised. In case any clarification is needed in that regard, the undersigned may be contacted in person or by communication addressed at the Corporate Office of the Company.
 15. Securities and Exchange Board of India (SEBI) had directed that it shall be mandatory to furnish copy of PAN card to the Company/RTAs for registration of transfer/transmission/transposition of shares of the Company in relation to securities market transactions and off-market/private transactions in physical form of listed companies. Hence, all prospective shareholders acquiring shares in physical form are requested to provide a copy of their PAN card along with their request for registration of transfer/transmission/transposition of shares of the Company.
 16. In all correspondence with the Company and/or the Registrar & Transfer Agent, members are requested to quote their folio number and in case their shares are held in the dematerialised (electronic) form, they must quote their DP ID and Client ID number for easy reference and speedy disposal thereof.
 17. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH-13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 (which can be obtained from the company's RTA or downloaded from the Company's website) to the Registrar and Share Transfer Agent of the Company.
 18. The annual report for the financial year 2014-15 has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The annual report is also available on our website viz. www.panaceabiotec.com. The physical copy of the annual report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/depository participant. The members will be entitled to a physical copy of the annual report for the financial year 2014-15, free of cost, upon sending a request to the Company Secretary at B-1, Extn./G-3, Mohan Co-op. Industrial Estate, Mathura Road, New Delhi – 110 044. In case any member is desirous to receive communication from the Company in electronic form, they may register their email address with their depository participant or send their consent at investorgrievances@panaceabiotec.com along with their folio no. and valid email address for registration.
 19. **VOTING THROUGH ELECTRONIC MEANS:** Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 31st Annual General Meeting to be held on September 30, 2015, at 11.30 A.M. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide the remote e-voting facility.

The remote e-voting Event Number, User ID and Password along with the detailed instructions for remote e-voting are provided in the attendance slip, being sent along with the notice of Annual General Meeting and forms an integral part of Notice of Annual General Meeting.

The remote e-voting period commences on September 27, 2015 (9.00 A.M.) and ends on September 29, 2015 (5.00 P.M.). During this period, shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date of September 24, 2015 may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

A person who have acquired shares and became members of the

Company after the dispatch of the notice of AGM and holding shares as on the cut-off date of September 24, 2015, may obtain their user ID and password for remote e-voting by sending a request to the Company's Registrar and Share Transfer Agent or NSDL.

In case of any queries, you may refer the "Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members" available at the 'downloads' section of www.evoting.nsdl.com.

For any further grievance related to the remote e-voting, members may contact NSDL at the following contact information:

Phone No.+91 22 24994600/24994738, Toll free no. 1800222990

Email ID: evoting@nsdl.co.in, or may contact:

Mr. Rajiv Ranjan, Assistant Manager, NSDL

at +91 2224994736, Email ID: rajivr@nsdl.co.in

20. Since the company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the Annual General Meeting. The shareholders who will be physically present at the Annual General Meeting shall be provided with polling papers to cast their votes at the meeting.
21. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered.
22. The voting rights of the members shall be in proportion to their shares in the equity capital of the Company, as on the cut-off date, being September 24, 2015.
23. Mr. Akshit Gupta, Practicing Company Secretary (Membership No. 22963), Partner M/s U.S. & Associates has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
24. The results shall be declared on or after the AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.panaceabiotec.com and on the website of NSDL after the declaration of result by the Chairman and shall be communicated to BSE Ltd. and National Stock Exchange of India Ltd.
25. All documents referred to in the accompanying Notice and statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection at the Registered Office and Corporate Office of the Company during business hours on all working days up to the date of declaration of the results of the 31st Annual General Meeting of the Company.
26. As required in terms of Clause 49 of the Listing Agreement with the Stock Exchanges, the information pertaining to the Directors seeking appointment/re-appointment in the Annual General Meeting is given below:

- a. Mr. Soshil Kumar Jain

Age : 82 Years

Qualification: Qualified Pharmacist

Professional Expertise: He has more than 59 years' experience in the pharmaceutical industry. He is the founder promoter/director of the company and has been the Chairman of the Company since October, 1984. He started his career in the Indian pharmaceutical industry by joining his family business in the form of a chemist shop set up by his father. Prior to promoting the company, he was associated with Radicura & Co., a partnership firm (formerly owned by the promoters of Panacea Biotec Ltd. and subsequently taken over by Radicura & Co. Ltd. (now known as Radicura Infra Ltd.).

Directorships: He is a director of PanEra Biotec Pvt. Ltd., Neophar Alipro Ltd., Adveta Power Pvt. Ltd. and White Pigeon Estate Pvt. Ltd.

Committee Membership / Chairmanship: He is a member of Executive Committee of the Company.

Shareholding in the Company: He holds 5,000,000 Equity Shares of Re.1 each, comprising 8.16% of total share capital of the Company.

Number of meetings of the Board attended during the year: 3 (Three).

- b. Mr. Sumit Jain

Age : 35 Years

Qualification: Post Graduate, Diploma in Business Management.

Professional Expertise: He joined Panacea Biotec Limited in May, 2003 as Manager (Vaccines) and was appointed as Whole-time Director in July, 2005. He has about 13 years' experience in the

pharmaceutical industry. He is currently acting as Director (Operations & Projects) and oversees the upcoming projects and has also been responsible for the administrative matters of Panacea Biotec's Lalru and Baddi facilities. He also oversees the Supply Chain Management of the Company. Prior to joining Panacea Biotec, he was associated with Radicura Infra Ltd. as Executive Director.

Directorships: He is director of Radicura Infra Ltd., PanEra Biotec Pvt. Ltd. and White Pigeon Estate Pvt. Ltd.

Committee Membership/ Chairmanship: He is a member of the Executive Committee of the Company.

Shareholding in the Company: He holds 358,500 Equity Shares of Re.1 each, comprising 0.59% shareholding of the Company.

Number of meetings of the Board attended during the year: 1 (One).

c. Mrs. Manjula Upadhyay

Age: 58 years

Qualification: Law Graduate

Professional Expertise: She is a practicing lawyer with rich experience of around 26 years specially in the field of labor laws and she is also a Managing Partner of M/s The Protector Law Firm, a firm rendering consultancy services to several companies including the Company.

Directorships: She does not hold directorship in any other Company.

Committee Membership/ Chairmanship: She does not hold any membership/ Chairmanship of any committee.

Shareholding in the Company: She doesn't hold any shares of the Company.

Number of meetings of the Board attended during the year: NIL.

The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is provided in respect Special Business set out at item no. 5 to 8 is as under:

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5

Mr. Sumit Jain, Whole-time Director designated as Director Operations & Projects was re-appointed for a period of three years w.e.f. July 22, 2015.

At the Annual General Meeting held on September 25, 2010, the shareholders have inter-alia approved the re-appointment and terms of remuneration of Mr. Sumit Jain as whole time director w.e.f. July 22, 2010.

Further at the 29th Annual General Meeting held on September 25, 2013 & 30th Annual General Meeting held on September 25, 2014 shareholders approved the revised terms of his remuneration respectively.

As per the provisions of Section 197 of the Companies Act, 2013 read with Schedule V to the Act, in case of no profits or inadequate profits, the Company can pay managerial remuneration to its whole-time director in accordance with Schedule V of the Companies Act, 2013 with the approval of shareholders by way of special resolution. Since the Company has suffered losses during the FY 2014-15, the consent of the shareholders by way of special resolution for payment of remuneration to Mr. Sumit Jain in the manner and period as set out in the resolution.

Particulars required to be disclosed in the Explanatory Statement in accordance with provisions of Clause (A) of Section II of Part II of Schedule V to the Act:

I. General Information

1. Nature of Industry:

The Company is a public limited company, incorporated under the Act having its registered office at Ambala-Chandigarh Highway, Lalru-140501, Punjab. The Company is a leading research based Company engaged in research, manufacture, marketing and export of certain pharmaceutical products and vaccines having a net turnover of Rs.4671.4 million as on March 31, 2014.

The Company occupies a niche position in the Indian health management industry through its focus on providing innovative research-based solutions for health management. The Company has well established capabilities and infrastructure in research, manufacturing and marketing of vaccines and pharmaceutical formulations. The Company's brands command excellent market share in their therapeutic segments. According to AIOCD AWACS (MAT May'14) sales data, Panacea Biotec is amongst the top 60 companies in the Indian Pharmaceutical Market.

Panacea Biotec is a widely held listed Public Limited Company with around 10,000 shareholders and is listed on the NSE & BSE.

2. Date or expected date of commencement of commercial production: The Company is a well-established Company having commenced its commercial manufacturing operations for the first time in the year 1989.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial performance of the Company in the last three years is as under:

(Rs. in million)

Financial Parameters	Year ended as on March 31, 2015	Year ended as on March 31, 2014	Year ended as on March 31, 2013
Sales	6,432.2	4,671.4	5,304.2
Net Profit/ (Net Loss)	(633.4)	(4.2)	(2,301.3)
Dividend	Nil	Nil	Nil

5. Foreign Investments or Collaborations: The details of foreign investments in subsidiaries and joint ventures are as under:

Sl. No.	Name of the Entity	Description of Investment	Number of Shares/ Securities/ Share holding	Amount (Rs. in million)*
1	Rees Investments Ltd., Islands of Guernsey	Equity	1,000	0.0
2	Panacea Biotec International S.A, Switzerland	Equity	6,000	34.4
3	Panacea Biotec GmbH, Germany (under liquidation)	Equity	2	1.6

*0.0 under "Rs. in million" represents amount less than Rs.50,000.

II. Information about the appointee:

Mr. Sumit Jain was re-appointed by the Board of Directors ("the Board") as Whole-Time Director of the Company for a period of three years w.e.f. July 22, 2015, on the terms and payment of remuneration as specified in the resolution

- i) Background details: Mr. Sumit Jain is a Post Graduate Diploma in Business Management. He is the elder son of Mr. Ravinder Jain, Managing Director of the Company and grandson of Mr. Soshil Kumar Jain, Promoter-Director and Chairman of the Company. He joined Panacea Biotec Limited in May, 2003 as Manager (Vaccines) and was appointed as Whole-time Director in July, 2005. He has about 15 years of experience in the pharmaceutical industry. He is currently acting as Director (Operations & Projects) of the Company. Prior to joining Panacea Biotec, he was associated with Radicura & Co. Ltd, (now known as Radicura Infra Ltd.) as Executive Director.
- ii) Past remuneration: Mr. Sumit Jain was re-appointed as the Whole-time Director of the Company with effect from July 22, 2010, in accordance with the provisions of Section 269 read with Schedule XIII of the erstwhile Companies Act, 1956. He was being remunerated, for the last three financial years, as under:

(Rs. in lac)

Financial Year	Salary	Allowances/ Perquisites	Total cost to the Company	% of net profits u/s 198
2014-15	25.20	10.50	35.70	-
2013-14	25.20	9.88	35.08	-
2012-13	25.20	9.47	34.67	-

The approval of the Central Government for the protection of remuneration paid to Mr. Sumit Jain, Whole Time Director of the Company in FY 2011-12 amounting Rs. 5,040,981/- was obtained vide letter no., SRN No. B39389499/2/2011-CL.VII dated October 31, 2012 in view of unexpected losses during that year. Further, the remuneration paid in Financial Year 2012-13, 2013-14 & 2014-15 was well within the limits specified in Schedule XIII of the Companies Act, 1956 & Schedule V of the Companies Act, 2013 respectively.

- iii) Recognition or awards: Mr. Sumit Jain is a renowned and highly respected personality in the Industry.

- iv) Job profile and his suitability: Mr. Sumit Jain is involved in the upcoming projects and is also responsible for the administrative matters of Panacea Biotec's Lalru & Baddi facilities. He also oversees the Supply Chain Management of the Company. His spirit of team work has helped Panacea Biotec to attain the revenue to the tune of Rs.643.24 Crore during financial year 2014-15 from a rather humble level of Rs.92.5 Crore during the financial year 1997-98.
- v) Remuneration Proposed: The terms of remuneration to Mr. Sumit Jain, proposed to be approved by the shareholders have already been specified in the resolution as set out at item no. 5 of the notice.
- vi) Detail of the remuneration paid by other players in the market to their managerial personnel: As per the information available in public domain, it may be easily inferred that considering the positioning of the company in the Pharmaceutical Industry, keeping in view his job profile, the size, operations and complexity of the business of the Company, the remuneration proposed to be paid to Mr. Sumit Jain is very modest in comparison to the Industry players. A brief break-up of the salary provided by other major Industry Players is as under:

(Rs. in million)

Name of the Company	Name of Managerial Personnel	Designation of Managerial Personnel	Remuneration paid*	FY ended
Aurobindo Pharma Ltd.	Mr. K. Nityananda Reddy	Whole time Director	10.46	31.03.2015
Aurobindo Pharma Ltd.	Mr. M. Mohan Reddy	Whole time Director	10.49	31.03.2015
Cadila Healthcare Ltd.	Dr. Sharvill P. Patel	Deputy Managing Director	100.00	31.03.2015

*Source: Latest Annual Reports of the respective companies as available on the Company's official websites.

- vii) Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Mr. Sumit Jain does not have any material pecuniary relationship directly or indirectly with the Company or its managerial personnel, other than drawing his remuneration in the capacity as Whole-time Director of the Company and interest on unsecured loans/deposits provided by him from time to time. Mr. Sumit Jain is related to other directors in the following manner:

Name of the Director	Relationship
Mr. Soshil Kumar Jain	Father's Father
Mr. Ravinder Jain	Father
Dr. Rajesh Jain	Father's Brother
Mr. Sandeep Jain	Father's Brother

III. Other Information:

1. Reasons of loss or inadequate profits:

The major reason for the loss during the financial year 2014-15 is the continuing downfall in the vaccine business which has got significantly affected due to withdrawal of the Company's pentavalent vaccine from the WHO's list of prequalified vaccines for supply to UNICEF and other UN agencies in financial year 2011-12. Further, there was decline in institutional business primarily on account of reduced supplies of oral polio vaccines against tender from Government of India and thereby has also contributed to the decline in the revenue and the profits of the Company. The company's performance in next financial year may also remain under pressure due to continuing of the adverse trend in the vaccine segment which may cause absence or inadequacy of profits.

2. Steps taken or proposed to be taken for improvement:

The Company has well laid strategy for its future growth with clearly identified growth drivers to boost its revenue and profitability over the medium to long term. The Company has taken all corrective and preventive measures to ensure compliance with the WHO pre-qualification guidelines. During the FY 2013-14, WHO has pre-qualified the Pentavalent Vaccine (Easyfive-TT vaccine) for supply to UNICEF and UN Agencies.

During the year, the Company has continued to supply Easyfive-TT Vaccines against long-term supply order received from UNICEF during previous financial year, for supply of vaccines for the calendar years 2014 to 2016. The Company has also won a

national tender in Philippines for supply of Easyfive-TT vaccine and an order from Government of India for supply of Oral Polio Vaccines which have been the leading key drivers in the improved performance of the Company.

The Company also has entered into a strategic alliance with Canada's largest pharma company, Apotex Inc., for research, development, license and supply of two drug delivery-based generic products in the US, Canada, Australia and New Zealand markets and also entered into similar deal with US-based Rising Pharmaceuticals Inc. for an oral controlled release product in the CNS space. Similar collaboration has also been entered into with a leading Indian pharma company with extensive global operations, for the development and supply of a modified release immuno-suppressant generic product for the US market.

The performance during the year has improved significantly and further the Company is confident that Company's performance would improve and the Company will again be on a significant growth path over next few years.

3. Expected increase in productivity and profits in measurable terms:

In addition to steps being taken for improvement as detailed hereinabove, key focus area would be profit maximisation, conservation of cash, operational efficiencies, cost and working capital containment and investment in human resource. The Company is continuing in its endeavour to increase the revenues to improve profitability.

IV. Disclosures:

The requisite disclosures of remuneration etc. have been made in the Corporate Governance report which forms part of Annual Report.

The Nomination & Remuneration Committee of the Board of Directors of the Company has in its meeting held on July 17, 2015 approved and recommended the appointment and remuneration of Mr. Sumit Jain. The Board recommends the resolutions as set out at item no. 5 for approval of the shareholders.

Mr. Sumit Jain, director is concerned or interested for his re-appointment as Whole Time Director. Further, Mr. Soshil Kumar Jain, Mr. Ravinder Jain, Dr. Rajesh Jain and Mr. Sandeep Jain being related to him, along with their relatives to the extent of their share holding in the company are, in any way, concerned or interested, financially or otherwise, in this resolution.

A copy each of the resolutions as passed by the Shareholders at the Annual General Meeting held on September 25, 2010, September 25, 2013, September 25, 2014, the resolution passed by the Nomination & Remuneration Committee of the Board of Directors and the resolution passed by the Board of Directors in their meetings held on July 17, 2015, are open for the inspection of the Members, during business hours between 11 a.m. to 1 p.m. on all working days of the Company upto the date of meeting, at the registered & Corporate office of the Company.

Item No. 6

The Board of Directors had appointed Mrs. Manjula Upadhyay, as an Additional Director under the category of Independent Director of the Company in its meeting held on March 30, 2015. In terms of the provisions of Section 161 of the Companies Act, 2013, she holds office of Director upto the date of ensuing Annual General Meeting.

In terms of the second proviso to Sub-section 1 of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in terms of the provisions of Clause 49 of the Listing Agreement, every listed company should have at least one woman director. Further, in terms of Sub-Section 2 of Section 149, every company existing on or before the commencement of this Act shall within one year from such commencement comply with the requirements of the provisions of Sub-section 1 of Section 149. Section 149 came into effect w.e.f. April 1, 2014. As such, the Company was required to appoint atleast one woman director on or before March 31, 2015. Accordingly, Mrs. Manjula Upadhyay was appointed as Director of the Company at the meeting of the Board of Directors of the Company held on March 30, 2015.

The Company has received a notice in writing, along with the requisite deposit, under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose candidature of Mrs. Manjula Upadhyay for the office of Director of the Company.

The Company has received from Mrs. Manjula Upadhyay (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not

disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mrs. Manjula Upadhyay as Independent Director of the Company for a term of five consecutive years from the 31st Annual General Meeting, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. She is not liable to retire by rotation.

A brief profile of Mrs. Manjula Upadhyay, nature of expertise in specific functional area, name of other public companies in which she holds directorship and membership/chairmanship of the committees of the Board of Directors and the particulars of the shareholding as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is appended to the Notice.

In the opinion of the Board of Directors, Mrs. Manjula Upadhyay fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and she is independent of the Management and her appointment will bring rich experience of dealing with legal matters especially in the field of labour laws etc.

All the relevant documents in connection with the appointment of Mrs. Manjula Upadhyay, are available for inspection without any fee by the Members at the Company's at the Registered Office and Corporate Office of the Company on any working day during business hours.

None of the Directors/Key Managerial Personnel of the Company/their relatives except Mrs. Manjula Upadhyay to whom the resolution relates, and her relatives (to the extent of their shareholding interest in the Company), are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 6.

Item No. 7

The Board, on the recommendations of the Audit Committee, has approved the appointment of M/s. G.T. & Co, Cost Accountants, as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year 2015-16 at a remuneration of Rs.75,000/- (Rupees Seventy Five Thousand Only) (including out of pocket expenses as may be incurred in connection with the audit but excluding out of pocket expenses as may be incurred in connection with the outstation travels as per actuals) and Service Tax as may be applicable.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014 the remuneration payable to the Cost Auditors shall be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee and the same shall be subsequently ratified by the shareholders of the Company at a general body meeting.

Accordingly, consent of the members is sought by passing an ordinary resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2015-16.

None of the Directors/Key Managerial Personnel/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommends the resolution set forth in the Item No. 7 of the Notice for approval of the members.

Item No. 8

Mr. Ravinder Jain was re-appointed as Managing Director of the Company for a period of five years w.e.f. April 1, 2011 on the terms and payment of remuneration as specified in the resolution. Further at the 29th Annual General Meeting held on September 25, 2013 & 30th Annual General Meeting held on September 25, 2014 shareholders approved the revised terms of his remuneration respectively.

As per the provisions of Section 197 of the Companies Act, 2013 read with Schedule V to the Act, in case of no profits or inadequate profits, the Company can pay managerial remuneration to its whole-time director in accordance with Schedule V of the Companies Act, 2013 with the approval of shareholders by way of special resolution and in cases the remuneration exceeds limits as prescribed under Schedule V, the approval of Central Government is required.

The Board of Directors on the recommendation of Nomination & Remuneration Committee, at their meeting held on May 28, 2015 have ratified, confirmed and approved, subject to the approval of the shareholders and of the Central Government, the payment of remuneration to the Managing Director in excess of the limits prescribed under Schedule V of the Act.

The consent of the members by way of special resolution and the approval of the Central Government will be required in respect of the excess remuneration paid to Mr. Ravinder Jain, Managing Director for the Financial Year 2014-15.

None of the Directors/Key Managerial Personnel of the Company/ their relatives except Mr. Ravinder Jain to whom the resolution relates and further, Mr. Soshil Kumar Jain, Dr. Rajesh Jain, Mr. Sandeep Jain and Mr. Sumit Jain being related to him, along with their relatives to the extent of their share holding interest in the Company, are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 8. of the Notice for approval of the members.

By order of the Board
For Panacea Biotec Ltd.

Place : New Delhi
Date : August 13, 2015

Vinod Goel
Group CFO and Head Legal
& Company Secretary

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

FORM OF PROXY

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member :
Registered Office :
E-mail id :
Folio no. / DP ID :
Client ID :

I/We being the member(s) of shares of the above named Company hereby appoint:

1. Name: E-mail id:
Address: Signature: or failing him/her
2. Name: E-mail id:
Address: Signature: or failing him/her
3. Name: E-mail id:
Address: Signature:

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 31st Annual General Meeting of the Company, to be held at its registered office at Ambala-Chandigarh Highway, Lalru-140 501, Punjab on Wednesday, September 30, 2015 at 11:30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution
Ordinary business	
1.	(a) Adoption of Audited Standalone Financial Statements for the financial year 2014-15 and reports of Directors' and Auditors thereon. (b) Adoption of Audited Consolidated Financial Statements for the financial year 2014-15 and reports of Auditors thereon.
2.	Re-appointment of retiring director i.e. Mr. Soshil Kumar Jain.
3.	Re-appointment of retiring director i.e. Mr. Sumit Jain.
4.	Ratification of appointment of M/s. Walker Chandio & Co. LLP as Statutory Auditors.
Special business	
5.	Approval of appointment and remuneration of Mr. Sumit Jain, Whole-time Director of the Company.
6.	Appointment of Mrs. Manjula Upadhyay as an Independent Director of the Company.
7.	Ratification of remuneration of M/s. G.T. & Co, Cost Accountants, as Cost Auditors of the Company.
8.	Protection and ratification of excess remuneration paid to Mr. Ravinder Jain, Managing Director for the financial year 2014-15.

Signed this day of 2015

Affix
Revenue
Stamp

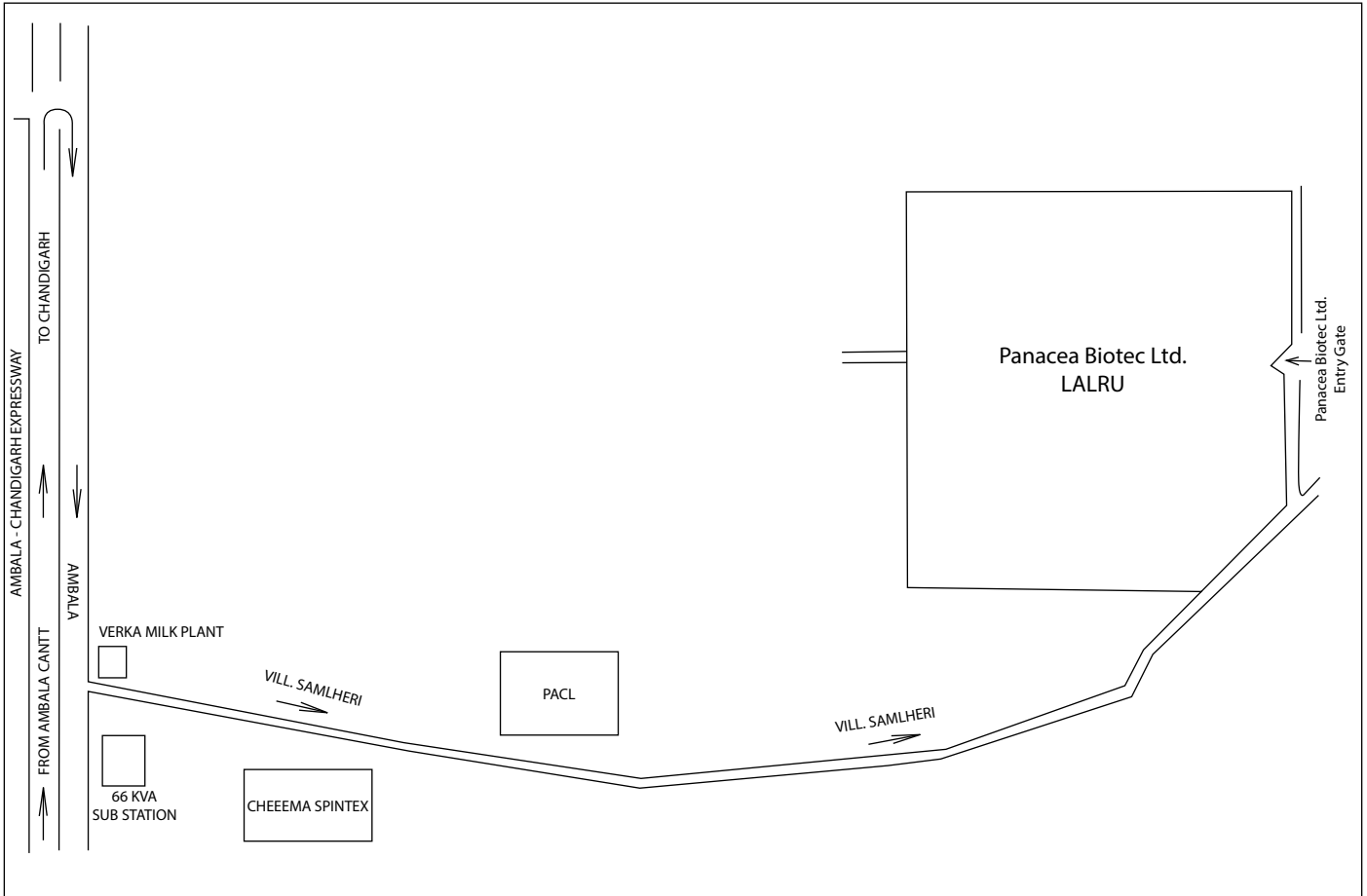
.....
Signature of Shareholder

.....
Signature of proxy holder(s)

Notes :

1. This form of Proxy, in order to be effective, should be deposited at the Registered/Corporate Office of the Company, not later than 48 Hours before the commencement of the aforesaid meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.

ROUTE MAP OF AGM VENUE



Panacea Biotec
Innovation in support of life

Panacea Biotec Limited
(CIN:L33117PB1984PLC022350)

Secretarial Deptt.

B-1 Extn./G-3, Mohan Co-op. Indl. Estate, Mathura Road, New Delhi - 110 044, INDIA.

Phone: +91-11-4167 9000 Extn. 2081, Fax: +91-11-4167 9075, 4167 9070,

E-mail: companysec@panaceabiotec.com, Website: www.panaceabiotec.com