

July 12, 2023

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

**Sub.: Compliance Report on Corporate Governance for the quarter ended on  
June 30, 2023**

Dear Sir,

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Compliance Report on Corporate Governance for the quarter ended on June 30, 2023.

This is for your kind information and record please.

Thanking you,

Sincerely yours,

for **Panacea Biotec Limited**



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

Encl. As Above

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**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

- 1 Name of Listed Entity: **Panacea Biotec Limited**
- 2 Quarter ending: **June 30, 2023**
- 3 Market Capitalisation as per Immediate previous financial year: **Top 2000 listed entities**
- 4 Whether the listed entity has a Regular Chairperson : **Yes**
- 5 Whether Chairperson is related to MD or CEO : **Yes**

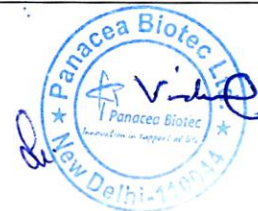
**I. Composition of Board of Directors**

Title (Mr./Ms)	Name of the Director	PANs & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)	Date of Birth	Whether the director is disqualified?	Current status	Whether special resolution passed ? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial date of appointment	Date of Re-Appointment	Date of cessation	Tenure* (in months)	No of Directorship in listed entities including this listed entity (Refer Reg. 17(A) of Listing Regulations	No of Independent Directorship in listed entities including this listed entity (Refer Reg. 17A (1) of Listing Regulations	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Reg. 26(1) of Listing Regulations)**	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Reg. 26(1) of Listing Regulations) **
Mr.	Rajesh Jain	AAGPJ1259G 00013053	Executive - Chairperson - MD	26-04-1964	No	Active	NA	-	15-11-1984	01-04-2022	-		1	0	0	0
Mr.	Sandeep Jain	ADJPJ6765H 00012973	Executive	17-07-1966	No	Active	NA	-	15-11-1984	01-04-2022	-		1	0	1	0
Mr.	Ankesh Jain	AHFPJ0287Q 03556647	Executive	08-06-1988	No	Active	NA	-	01-04-2016	01-04-2022	-		1	0	1	0
Mr.	Bhupinder Singh	AAMPS7576H 00062754	Non-Executive -independent	10-07-1939	No	Active	Yes	06-07-2019	08-04-2019	-	-	51	2	2	0	0
Mr.	Krishna Murari Lal <sup>#</sup>	AAZPL2494C 00016166	Non-Executive -independent	22-06-1940	No	Active	Yes	29-09-2018	28-04-2005	01-04-2019	-	218	2	2	5	3
Mrs.	Manjula Upadhyay	AAIPU0880G 07137968	Non-Executive -independent	05-03-1957	No	Active	NA	-	30-03-2015	30-03-2020	-	99	1	1	1	1
Mr.	Mukul Gupta	ACGPG4953L 00254597	Non-Executive -independent	16-08-1957	No	Active	NA	-	01-04-2016	01-04-2021	-	87	1	1	0	0
Mr.	Namdeo Narayan Khamitkar <sup>#</sup>	AAAPK8195L 00017154	Non-Executive -independent	02-12-1940	No	Active	Yes	29-09-2018	31-01-2001	01-04-2019	-	269	2	2	4	3
Mr.	Raghava Lakshmi Narasimhan <sup>#</sup>	AABPN9028Q 00073873	Non-Executive -independent	01-10-1940	No	Active	Yes	29-09-2018	31-01-2001	01-04-2019	-	269	2	2	4	1
Mr.	Narotam Kumar Juneja	ACJPJ2883P 01204817	Non-Executive - Non Independent Director	19-11-1955	No	Active	NA	-	01-04-2022	-	-		1	0	1	0

\*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

\*\* Pursuant to Regulation 26 of the SEBI LODR Regulations, 2015, Chairmanship and Membership in Committee of all public limited companies, whether listed or not, is taken into consideration and all other companies including private limited companies, foreign companies, high value debt listed entities and companies under Section 8 of the Companies Act, 2013 have been excluded.

# As per the provisions of Regulation 25(2) of SEBI LODR Regulations, 2015 read with the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013, an Independent director shall not hold office for more than two consecutive terms of 5 years. Accordingly, Mr. Krishna Murari Lal, Mr. Namdeo Narayan Khamitkar and Mr. Raghava Lakshmi Narasimhan were appointed as Independent Directors of the Company for a term of 5 years from 01.04.2014 and re-appointed for a second term of 5 years from 01.04.2019. Therefore, the tenure of the said directors w.e.f. the date of their appointment pursuant to the above said provisions, i.e. April 01, 2014 is 111 months only.



II. Composition of Committees					
Name of Committee	DIN	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee		Whether the Audit Committee has a Regular Chairperson: Yes			
	00073873	1. Mr. Raghava Lakshmi Narasimhan	Non-Executive - Independent - Chairman	31.01.2001	-
	00017154	2. Mr. Namdeo Narayan Khamitkar	Non-Executive - Independent - Member	31.01.2001	-
	00016166	3. Krishna Murari Lal	Non-Executive - Independent - Member	26.10.2015	-
2. Nomination & Remuneration Committee		Whether the Nomination & Remuneration Committee has a Regular Chairperson: Yes			
	00073873	1. Mr. Raghava Lakshmi Narasimhan	Non-Executive - Independent - Chairman	08.03.2002	-
	00017154	2. Mr. Namdeo Narayan Khamitkar	Non-Executive - Independent - Member	24.01.2008	-
	00016166	3. Mr. Krishna Murari Lal	Non-Executive - Independent - Member	26.10.2015	-
3. Stakeholders' Relationship Committee		Whether the Stakeholders' Relationship Committee has a Regular Chairperson: Yes			
	00016166	1. Mr. Krishna Murari Lal	Non-Executive - Independent - Chairman	26.10.2015	-
	00073873	2. Mr. Raghava Lakshmi Narasimhan	Non-Executive - Independent - Member	31.10.2014	-
	00012973	3. Mr. Sandeep Jain	Executive - Member	31.10.2014	-
4. Risk Management Committee		Whether the Risk Management Committee has a Regular Chairperson: Yes			
	00013053	1. Dr. Rajesh Jain	Executive - Chairman - MD	23.07.2021	-
	00012973	2. Mr. Sandeep Jain	Executive	23.07.2021	-
	01204817	3. Mr. Narotam Kumar Juneja	Non Executive - Non Independent	09.08.2022	-
	00016166	4. Mr. Krishna Murari Lal	Non-Executive - Independent	23.07.2021	-
	99999999	5. Mr. Rajneesh Chatrath	Employee - Vice President - Corporate Q.A.	23.07.2021	-
	99999999	6. Mr. Devender Gupta	Employee - Chief Financial Officer and Head IT	23.07.2021	-

### III. Meeting of Board of Directors

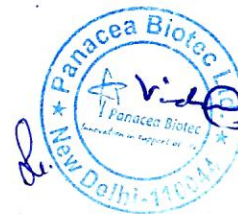
Date(s) of Meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Total No. of Directors as on date of the meeting	No. of Directors present* (All Directors including Independent Directors)	No. of Independent Directors attending the meeting*
14.02.2023	-	Yes	10	10	6
30.05.2023	104 days (14.02.2023 - 30.05.2023)	Yes	10	8	5

\* to be filled in only for the current quarter meetings

### IV. Meeting of Committees

Name of Committee	Date(s) of Meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
Audit Committee	13.02.2023	-	Yes. All members were present.	3	3	3	-
	29.05.2023	104 days (13.02.2023 - 29.05.2023)	Yes. All members were present.	3	3	3	-
Nomination & Remuneration Committee	30.05.2023	-	Yes. All members were present.	3	3	3	-
Stakeholders' Relationship Committee	13.02.2023	-	Yes. Two out of three members were present.	3	2	1	-
	29.05.2023	104 days (13.02.2023 - 29.05.2023)	Yes. All members were present.	3	3	2	-

\* to be filled in only for the current quarter meetings



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

#### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **Yes, the Corporate Governance Report submitted in the previous quarter was placed before Board of Directors in its meeting held on 30.05.2023. There were no comments/observations/advice in the meeting held on 30.05.2023. This report will be placed in subsequent meeting of the Board of Directors and comments/observations, if any, will be mentioned in subsequent report.**

Signature: \_\_\_\_\_

Name: Mr. Vinod Goel

Designation: Group CFO and Head Legal & Company Secretary

