Panacea Biotec
Innovation in support of life

July 15, 2019

The Manager, Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
NSE Symbol : PANACEABIO

BSE Limited
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
BSE Scrip Code: 531349

Sub.: Compliance Report on Corporate Governance for the quarter ended on June 30, 2019

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, 2019.

This is for your kind information and record please.

Thanking you,

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

Panacea Biotec Ltd. New Delhi-110044

Vinod Goel
Group CFO and Head Legal
& Company Secretary

Encl. As Above

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1 Name of Listed Entity: **Panacea Biotec Limited**
2 Quarter ending: **June, 2019**
3 Market Capitalisation as per Immediate previous financial year: **Top 1000 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	Initial date of appointment	Date of Re-Appointment /cessation	Tenure* (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17(A) of Listing Regulations	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A (1) of Listing Regulations	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Soshil Kumar Jain	AAGPJ1258H 00012812	Chairperson-Executive	04-04-1933	02-02-1984	01-04-2019		1	0	0	0
Mr.	Rajesh Jain	AAGPJ1259G 00013053	Executive - MD	26-04-1964	15-11-1984	01-04-2019		1	0	0	0
Mr.	Sandeep Jain	ADJPJ6765H 00012973	Executive	17-07-1966	15-11-1984	01-04-2019		1	0	1	0
Mrs.	Sunanda Jain	AAIPJ5281E 03592692	Executive	24-11-1961	12-03-2018	-		1	0	0	0
Mr.	Sumit Jain	AEFPJ8134D 00014236	Executive	07-02-1981	22-07-2005	22-07-2018		1	0	0	0
Mr.	Ankesh Jain	AHFPJ0287Q 03556647	Executive	08-06-1988	01-04-2016	01-04-2019		1	0	0	0
Mr.	Krishna Murari Lal**	AAZPL2494C 00016166	Non-Executive -independent	22-06-1940	28-04-2005	01-04-2019	170	3	3	6	2
Mr.	Namdeo Narayan Khamitkar**	AAAPK8195L 00017154	Non-Executive -independent	02-12-1940	31-01-2001	01-04-2019	221	1	1	3	0
Mr.	Raghava Lakshmi Narasimhan**	AABPN9028Q 00073873	Non-Executive -independent	01-10-1940	31-01-2001	01-04-2019	221	1	1	4	1
Mrs.	Manjula Upadhyay	AAIPU0880G 07137968	Non-Executive -independent	05-03-1957	30-03-2015	-	51	2	2	0	0
Mr.	Mukul Gupta	ACGPG4953L 00254597	Non-Executive -independent	16-08-1957	01-04-2016	-	39	2	2	1	1
Mr.	Ashwini Luthra	ABBPL4782A 05103137	Non-Executive -independent	21-09-1946	18-10-2018	-	8	1	1	0	0
Mr.	Bhupinder Singh	AAMPS7576H 00062754	Non-Executive -independent	10-07-1939	08-04-2019	-	3	2	2	0	0
Mr.	Nithin Krishna Kaimal	ALGPK1141D 05253046	Non-Executive -non independent	05-03-1978	08-04-2019	-		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.

** 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 63 months only.

Panacea Biotec Ltd. New Delhi-110

II. Composition of Committees

Name of Committee	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			
	1. Mr. R. L. Narasimhan	Non-Executive - Independent - Chairman	31.01.2001	
	2. Mr. K. M. Lal	Non-Executive - Independent	26.10.2015	
	3. Mr. N. N. Khamitkar	Non-Executive - Independent	31.01.2001	-
	4. Mr. Nithin Krishna Kaimal	Non-Executive - Non Independent	08.04.2019	
2. Nomination & Remuneration Committee	Whether the Nomination & Remuneration Committee has a Regular Chairperson: Yes			
	1. Mr. R. L. Narasimhan	Non-Executive - Independent - Chairman	08.03.2002	
	2. Mr. K. M. Lal	Non-Executive - Independent	26.10.2015	
	3. Mr. N. N. Khamitkar	Non-Executive - Independent	24.01.2008	-
	4. Mr. Nithin Krishna Kaimal	Non-Executive - Non Independent	08.04.2019	
3. Risk Management committee (if applicable)	N.A.			
4. Stakeholders' Relationship Committee	Whether the Stakeholders' Relationship Committee has a Regular Chairperson: Yes			
	1. Mr. K. M. Lal	Non-Executive - Independent - Chairman	26.10.2015	
	2. Mr. R. L. Narasimhan	Non-Executive - Independent	31.10.2014	-
	3. Mr. Sandeep Jain	Executive	31.10.2014	

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)	No. of Directors present*	No. of Independent Directors attending the meeting*
14.02.2019	-	Yes		
26.02.2019	11 Days (14.02.2019 - 26.02.2019)	Yes		
30.05.2019	92 Days (26.02.2019 - 30.05.2019)	Yes	12	6

* 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)	No. of Directors present*	No. of Independent Directors attending the meeting*
Audit Committee					
	14.02.2019		Yes. All members were present.		
	26.02.2019	11 Days (14.02.2019 - 26.02.2019)	Yes. All members were present.		
	29.05.2019	91 Days (26.02.2019 - 29.05.2019)	Yes. All members were present.	4	3
Nomination & Remuneration Committee					
	30.05.2019	-	Yes. All members were present.	4	3
Stakeholders' Relationship Committee					
	14.02.2019				
	08.04.2019	52 Days (14.02.2019 - 08.04.2019)	Yes. Two members were present out of three members.	2	1
	30.05.2019	51 Days (08.04.2019 - 30.05.2019)	Yes. All members were present.	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 - **Not Applicable** (applicable to the top 100 listed entities)
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 30.05.2019. There were no commments/observations/advice in the meeting held on 30.05.2019.**
This report will be placed in subsequent meeting of the Board of Directors and comments/observations, if any, will be mentioned in subsequent report.

Name & Designation: Mr. Vinod Goel

Vinod

Group CFO and Head Legal & Company Secretary

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