



Panacea Biotec
Innovation in support of life

April 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 March 31, 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 March 31, 2019.

This is for your kind information and record please.

Thanking you,

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

Vinod Goel
Group CFO and Head Legal
& Company Secretary



Encl. As Above

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Panacea Biotec Ltd.

CIN: L33117PB1984PLC022350

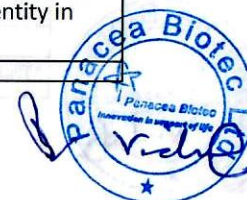
Registered Office: Ambala-Chandigarh Highway, Lalru - 140 501, Punjab, India. Ph.: +91-1762-505900, Fax: +91-1762-505906.
e-mail: corporate@panaceabiotec.com website: www.panaceabiotec.com

- 1 Name of Listed Entity: **Panacea Biotec Limited**
- 2 Quarter ending: **March, 2019**
- 3 Whether the listed entity has a Regular Chairperson : **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 Appointment in the current term /cessation	Tenure* (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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	01/04/2016		1	0	0
Mr.	Rajesh Jain	AAGPJ1259G 00013053	Executive	01/04/2016		1	0	0
Mr.	Sandeep Jain	ADJPJ6765H 00012973	Executive	01/04/2016		1	1	0
Mrs.	Sunanda Jain	AAIPJ5281E 03592692	Executive	12/03/2018		1	0	0
Mr.	Sumit Jain	AEFPJ8134D 00014236	Executive	22/07/2018		1	0	0
Mr.	Ankesh Jain	AHFPJ0287Q 03556647	Executive	01/04/2016		1	0	0
Mr.	Krishna Murari Lal	AAZPL2494C 00016166	Non-Executive -independent	01/04/2014	60	3	6	2
Mr.	Namdeo Narayan Khamitkar	AAAPK8195L 00017154	Non-Executive -independent	01/04/2014	60	1	3	0
Mr.	Raghava Lakshmi Narasimhan	AABPN9028Q 00073873	Non-Executive -independent	01/04/2014	60	1	4	1
Mrs.	Manjula Upadhyay	AAIPU0880G 07137968	Non-Executive -independent	30/03/2015	48	2	0	0
Mr.	Mukul Gupta	ACGPG4953L 00254597	Non-Executive -independent	01/04/2016	36	2	1	1
Mr.	Ashwini Luthra	ABBPL4782A 05103137	Non-Executive -independent	18/10/2018	5	1	0	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.



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	
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	
3. Risk Management committee (if applicable)	N.A.	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 (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)		
14.11.2018	14.02.2019	91 Days (14.11.2018 - 14.02.2019)		
	26.02.2019	11 Days (14.02.2019 - 26.02.2019)		

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
14.02.2019	Yes. All members were present.	13.11.2018	92 Days (13.11.2018 - 14.02.2019)
26.02.2019	Yes. All members were present.		11 Days (14.02.2019 - 26.02.2019)
Nomination & Remuneration Committee			
-	-	-	-
Stakeholders' Relationship Committee			
14.02.2019	Yes. All members were present.	05.10.2018	38 Days (05.10.2018 - 13.11.2018)
		13.11.2018	92 Days (13.11.2018 - 14.02.2019)
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			



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 14.02.2019. There were no comments/observations/advice in the meeting held on 14.02.2019.
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  Group CFO and Head Legal & Company Secretary 

- Compliance report on Corporate Governance to be submitted by listed entity at the end of financial year (for the whole of the financial year)

1. Name of Listed Entity: Panacea Biotec Limited

2. Financial Year ending: March 31, 2019

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3) & (4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25 (3)&(4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes



Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2)& 26(5)	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: Yes

Name & Designation : Mr. Vinod Goel, Group CFO and Head Legal & Company Secretary

Company Secretary / Compliance Officer / Managing Director / CEO

Vinod



Annexure II

Annexure II to be submitted by Listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr.	Item	Compliance Status (Yes /No/NA)	If status is "No" details of non-compliance may be given	Web Address
1	Details of business	Yes	-	https://www.panacea-biotec.com/our-business
2	Terms and conditions of appointment of independent directors	Yes	-	https://www.panacea-biotec.com/statutory-policies-reports
3	Composition of various committees of Board of directors	Yes	-	https://www.panacea-biotec.com/other-important-information
4	Code of conduct of board of directors and senior management personnel	Yes	-	https://www.panacea-biotec.com/code-of-conduct
5	Details of establishments of vigil mechanism/ Whistle Blower policy	Yes	-	https://www.panacea-biotec.com/statutory-policies-reports
6	Criteria of making payments to non-executive directors	Yes	-	NA
7	Policy on dealing with related party transactions	Yes	-	https://www.panacea-biotec.com/statutory-policies-reports
8	Policy for determining 'material Subsidiaries	Yes	-	https://www.panacea-biotec.com/statutory-policies-reports
9	Details of familiarization programmes imparted to independent directors	Yes	-	https://www.panacea-biotec.com/statutory-policies-reports
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-	https://www.panacea-biotec.com/investor-contact-information
11	email address for grievances redressal and relevant details	Yes	-	https://www.panacea-biotec.com/investor-contact-information
12	Financial Results	Yes	-	https://www.panacea-biotec.com/quarterly-results
13	Shareholding pattern	Yes	-	https://www.panacea-biotec.com/share-holding-pattern
14	Details of agreements entered into with the media companies and /or their associates	Yes	-	NA
15	New name and the old name of the listed entity	Yes	-	NA

