Panacea Biotec

Innovation in support of life

January 14, 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

The Manager, Listing Department
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
BSE Scrip Code: 531349

Sub.: Compliance Report on Corporate Governance for the quarter ended on December 31, 2018

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 December 31, 2018.

This is for your kind information and record please.

Thanking you,

Sincerely yours,
For Panacea Biotec Ltd.

Panacea Biotec Ltd.

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: **December, 2018**
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	57	3	5	2
Mr.	Namdeo Narayan Khamitkar	AAAPK8195L 00017154	Non-Executive -independent	01/04/2014	57	1	3	0
Mr.	Raghava Lakshmi Narasimhan	AABPN9028Q 00073873	Non-Executive -independent	01/04/2014	57	1	4	1
Mrs.	Manjula Upadhyay	AAIPU0880G 07137968	Non-Executive -independent	30/03/2015	45	2	0	0
Mr.	Mukul Gupta	ACGPG4953L 00254597	Non-Executive -independent	01/04/2016	33	2	1	1
Mr.	Ashwini Luthra	ABBPL4782A 05103137	Non-Executive -independent	18/10/2018	2	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.

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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)
14.08.2018	14.11.2018	91 Days

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			
13.11.2018	Yes. All members were present.	13.08.2018	91 Days
Nomination & Remuneration Committee			
–	–	14.08.2018	-
Stakeholders' Relationship Committee			
13.11.2018	Yes. Two members were present out of three members.	13.08.2018	91 Days
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

Panacea Biotec Ltd.

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 14.11.2018. There were no commments/observations/advice in the meeting held on 14.11.2018.**

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

Panacea Biotec Ltd.

Group CFO and Head Legal & Company Secretary