Panacea Biotec

Innovation in support of life

13.07.2015

The Manager, Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051
Fax No.:022-26598237 / 38
NSE Symbol : PANACEABIO

The Manager, Listing Department
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Fax No.:022–22721919, 3121
BSE Scrip Code: 531349

Sub.: Compliance Report on Corporate Governance for the quarter ended June 30, 2015

Dear Sir,

Pursuant to Clause 49(X) of the Listing Agreement entered with the stock exchanges, please find enclosed Compliance Report on Corporate Governance for the Quarter ended June 30, 2015.

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.

1. Corporate Relationship Department
   Bombay Stock Exchange Ltd.,
   1st Floor, New Trading Ring,
   Rotundu Building, P J Towers,
   Dalal Street, Fort, Mumbai – 400 001
   Fax No.22722037/39/41/61/3121/371

Panacea Biotec Ltd.
Email: vinodgoel@panaceabiotec.com
Phone: D.I.D. +91-11-4167 9015
Fax: +91-11-4167 9075

Quarterly Compliance Report on Corporate Governance
Name of the Company : Panacea Biotec Limited
Quarter ending on : 30th June, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	-
(B) Independent Directors	49 (IIB)	Yes	-
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	-
(D) Other provisions as to Board and Committees	49 II(D)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49 (IIF)	Yes	-
III. Audit Committee	49 (III)		-
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
IV. Nomination and Remuneration Committee	49 (IV)	Yes	-
V. Subsidiary Companies	49 (V)	Yes	-
VI. Risk Management	49 (VI)	Yes	-
VII. Related Party Transactions	49 (VII)	Yes	-
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	-
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	-
(C) Remuneration of Directors	49 (VIII C)	Yes	will be complied in the next Annual Report.
(D) Management	49 (VIII D)	Yes	will be complied in the next Annual Report.
(E) Shareholders	49 (VIII E)	Yes	will be complied in the next Annual Report.
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	N.A.	-
IX. CEO/CFO Certification	49 (IX)	Yes	will be complied in the next Annual

Panacea Biotec Ltd.
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New Delhi-110044

			Report.
X. Report on Corporate Governance	49 (X)	Yes	will be complied in the next Annual Report.
XI. Compliance	49 (XI)	Yes	will be complied in the next Annual Report.

Note:

1. The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.

2. In the column No. 3, compliance or non-compliance may be indicated by Yes/No/N.A. For example if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49(VII).

3. In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be included.

Thanking You
Yours Faithfully
For Panacea Biotec Limited

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Vinod Goel
Group CFO and Head Legal & Company Secretary