

13th April, 2016

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 and Financial Year ended March 31, 2016

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 and Financial Year ended March 31, 2016.

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.

B1 Extn. /G3, Mohan Co-op Indl. Estate,
Mathura Road, New Delhi -110044
Email: vinodgoel@panaceabiotec.com
Phone: D.I.D. +91-11-4167 9015
Fax: +91-11-4167 9075

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

Compliance Report on Corporate Governance to be submitted on quarterly basis.

1 **Name of Listed Entity: Panacea Biotech Limited**

2 **Quarter ending: March, 2016**

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PANs & DINs	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	AAGPJ1258H00012812	Chairperson-Executive	1/4/2011	-	1	0	0
Mr.	Ravinder Jain	AAEPR8620F00010101	Executive	1/4/2011	-	1	1	0
Dr.	Rajesh Jain	AAGPJ1259G00013053	Executive	1/4/2011	-	1	0	0
Mr.	Sandeep Jain	ADJPJ6765H00012973	Executive	1/4/2011	-	1	1	0
Mr.	Sumit Jain	AEFPJ8134D00014236	Executive	22/07/2015	-	1	0	0
Mr.	Krishna Murari Lal	AAZPL2494C00016166	Non-Executive-Independent	1/4/2014	24	4	7	4
Mr.	Namdeo Narayan Khamitkar	AAAPK8195L00017154	Non-Executive-Independent	1/4/2014	24	1	1	0
Mr.	Raghava Lakshmi Narasimhan	AABPN9028Q00073873	Non-Executive-Independent	1/4/2014	24	1	2	1
Mr.	Om Prakash Kelkar	AAEPK9730D00943362	Non-Executive-Independent	31/10/2014	17	1	0	0
Mrs.	Manjula Upadhyay	AAIPU0880G07137968	Non-Executive-Independent	30/03/2015	12	2	0	0

§ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee, if a director fits into more than one category write all categories separating them with hyphen

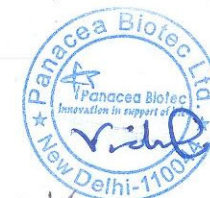
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



II. Composition of Committees		
Name of Committee	Name of Committee members	Category Chairperson/Executive/Non-Executive/Independent/Nominee)s
1. Audit Committee	1. Mr. R.L. Narasimhan 2. Mr. N.N. Khamitkar 3. Mr. K.M. Lal	Non-Executive/ Independent/Chairman Non-Executive/ Independent Non-Executive/ Independent
2. Nomination & Remuneration Committee	1. Mr. R.L. Narasimhan 2. Mr. N.N. Khamitkar 3. Mr. K.M. Lal	Non-Executive/ Independent/ Chairman Non-Executive/ Independent Non-Executive/ Independent
3. Risk Management committee (if applicable)	N.A.	-
4. Stakeholders relationship Committee	1. Mr. K.M. Lal 2. Mr. R.L. Narasimhan 3. Mr. Ravinder Jain 4. Mr. Sandeep Jain	Non-Executive/ Independent/ Chairman Non-Executive/ Independent Executive Executive
&Category of directors means executive/non-executive/independent/Nominee, if a director fits into more than one category write all categories separating them with hyphen		

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)
06.11.2015	12.02.2016	97 Days
-	31.03.2016	

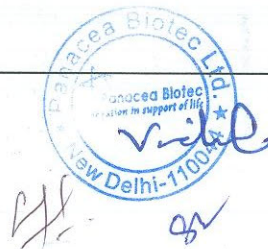
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
11.02.2016	Yes	05.11.2015	97 Days
Nomination & Remuneration Committee			
12.02.2016	Yes	Nil	
31.03.2016	Yes	Nil	
Stakeholders Relationship Committee			
11.02.2016	Yes	05.11.2015	
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			



H. 9

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

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
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

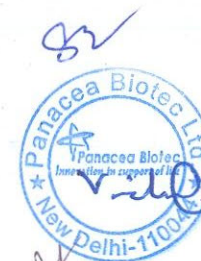
2. Financial Year ending: March 31, 2016

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA) refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

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 transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
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
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.		
Name & Designation : Mr. Vinod Goel, Group CFO and Head Legal & Company Secretary		
Company Secretary / Compliance Officer / Managing Director / CEO		