Panacea Biotec

innovation in support of life

11.01.2017

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 December 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 ended December 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 9070

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

2 Quarter ending: **December, 2016**

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 Committ held in listed entities includi 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.	Ravinder Jain	AAEPR8620F 00010101	Executive	01/04/2016		1	1	0
Dr.	Rajesh Jain	AAGPJ1259G 00013053	Executive	01/04/2016		1	0	0
Mr.	Sandeep Jain	ADJPJ6765H 00012973	Executive	01/04/2016		1	1	0
Mr.	Sumit Jain	AEFPJ8134D 00014236	Executive	22/07/2015		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	33	3	5	3
Mr.	Namdeo Narayan Khamitkar	AAAPK8195L 00017154	Non-Executive -independent	01/04/2014	33	1	1	0
Mr.	Raghava Lakshmi Narasimhan	AABPN9028Q 00073873	Non-Executive -independent	01/04/2014	33	1	2	1
Mr.	Om Prakash Kelkar	AAEPK9730D 00943362	Non-Executive -independent	31/10/2014	26	1	0	0
Mrs.	Manjula Upadhyay	AAIPU0880G 07137968	Non-Executive -independent	30/03/2015	21	1	0	0
Mr.	Mukul Gupta	ACGPG4953L 00254597	Non-Executive -independent	01/04/2016	9	2	1	1

$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 hyphe

*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 (Chairman) 2. Mr. N.N. Khamitkar 3. Mr. K.M. Lal	Non-Executive- Independent Non-Executive- Independent Non-Executive- Independent
2. Nomination & Remuneration Committee	1. Mr. R.L. Narasimhan (Chairman) 2. Mr. N.N. Khamitkar 3. Mr. K.M. Lal	Non-Executive-Independent Non-Executive- Independent Non-Executive- Independent
3. Risk Management committee (if applicable)	N.A	N.A.
4. Stakeholders relationship Committee	1. Mr. K.M. Lal (Chairman) 2. Mr. R.L. Narasimhan 3. Mr. Ravinder Jain 4. Mr. Sandeep Jain	Non-Executive- Independent 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)
12.08.2016	11.11.2016	90 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 number of days*
Audit Committee			
10.11.2016	Yes. All three members were present.	11.08.2016	90 Days
Nomination & Remuneration Committee			
-	N.A	12.08.2016	-
Stakeholders Relationship Committee			
10.11.2016	Yes. All four members were present.	12.08.2016 22.09.2016	48 Days

*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	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, the Corporate Governance Report submitted in the previous quarter was placed before Board of Directos in its meeting held on 11.11.2016. There were no commments/observations/advice in its meeting held on 11.11.2016.**

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