

October 10, 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 September 30, 2017**

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 September 30, 2017.

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 Biotech Limited
- 2 Quarter ending: September, 2017

1. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment in the current term/cessation	Tenure* (in months)	No of Directorship in 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.	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	ADJP16765H 00012973	Executive	01/04/2016		1	1	0
Mr.	Sumit Jain	AFFPJ8134D 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	42	3	5	3
Mr.	Namdeo Narayan Khanitkar	AAAFK8195L 00017154	Non-Executive-independent	01/04/2014	42	1	2	0
Mr.	Raghava Lakshmi Narasimhan	AABPN9028Q 00073873	Non-Executive-independent	01/04/2014	42	1	3	1
Mr.	Om Prakash Kelkar	AAEPK9730D 00943362	Non-Executive-independent	31/10/2014	35	1	0	0
Mrs.	Manjula Upadhyay	AAIPU0880G 07137968	Non-Executive-independent	30/03/2015	30	2	0	0
Mr.	Mukul Gupta	ACGPG4953L 00254597	Non-Executive-independent	01/04/2016	18	2	1	1

\*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)
1. Audit Committee	1. Mr. R. L. Narasimhan 2. Mr. K. M. Lal 3. Mr. N. N. Khamitkar	Non-Executive - Independent - Chairman Non-Executive - Independent Non-Executive - Independent
2. Nomination & Remuneration Committee	1. Mr. R. L. Narasimhan 2. Mr. K. M. Lal 3. Mr. N. N. Khamitkar	Non-Executive - Independent - Chairman 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 2. Mr. R. L. Narasimhan 3. Mr. Ravinder Jain 4. Mr. Sandeep Jain	Non-Executive - Independent - Chairman Non-Executive - Independent Executive Executive

## 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)
30.05.2017	13.09.2017	105 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*
<b>Audit Committee</b>			
12.09.2017	Yes. All three members were present.	29.05.2017	105 Days
<b>Nomination &amp; Remuneration Committee</b>			
13.09.2017	Yes. All three members were present.	29.05.2017	106 Days
<b>Stakeholders' Relationship Committee</b>			
12.09.2017	Yes. Three members were present out of four members.	30.05.2017	104 Days

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

Panacea Biotech Limited

Corporate Governance Report for the Quarter ended September, 2017



**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 13.09.2017. There were no comments/observations/advice given by the Board in its meeting held on 13.09.2017.**
- 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:

*Vinod*  
 Mr. Vinod Goel  
 Group CFO and Head Legal & Company Secretary



Corporate Governance Report as at the end of 6 months i.e. 30.09.2017; after the end of financial year i.e. 31.03.2017

ANNEXURE III

Affirmations:		
Broad Heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether Corporate Governance Report disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Name & Designation:		
  Mr. Vinod Goel Group CFO and Head Legal & Company Secretary		