

Panacea Biotec
Innovation in support of life

12th October, 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 ended September 30, 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 September 30, 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.

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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 Biotec Limited**

2 Quarter ending: **September, 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	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	AEPJ8134D 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	30	3	5	3
Mr.	Namdeo Narayan Khamitkar	AAAPK8195L 00017154	Non-Executive-independent	01/04/2014	30	1	1	0
Mr.	Raghava Lakshmi Narasimhan	AABPN9028Q 00073873	Non-Executive-independent	01/04/2014	30	1	2	1
Mr.	Om Prakash Kelkar	AAEPK9730D 00943362	Non-Executive-independent	31/10/2014	23	1	0	0
Mrs.	Manjula Upadhyay	AAIPU0880G 07137968	Non-Executive-independent	30/03/2015	18	1	0	0
Mr.	Mukul Gupta	ACGPG4953L 00254597	Non-Executive-independent	01/04/2016	6	2	2	1

SPAN 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 (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)
27.05.2016	12.08.2016	76 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			
11.08.2016	Yes. All three members were present.	26.05.2016	76 Days
Nomination & Remuneration Committee			
12.08.2016	Yes. All three members were present.	26.05.2016	77 Days
Stakeholders Relationship Committee			
12.08.2016	Yes. Three members were present out of four members	26.05.2016	77 Days
22.09.2016	Yes. Two members were present out of four members		
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

(Handwritten signatures and initials)

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 was placed before Board of Directos of the Company in its meeting held on 12.08.2016.**
There were no comments/observations/advice in its meeting held on 12.08.2016


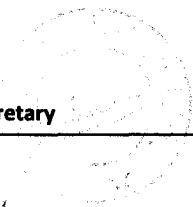
Name & Designation: Mr. Vinod Goel

Group CFO and Head Legal & Company Secretary

Vinod Goel

Corporate Governnace Report as at the end of 6 months i.e. 30.09.2016; after the end of financial year i.e. 31.03.2016

ANNEXURE III

Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
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 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
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>Name & Designation:</p> <p> Mr. Vinod Goel Group CFO and Head Legal & Company Secretary</p> <p></p>		