

Compliance Report on Corporate Governance

1. Name of Listed Entity : RPG Life Sciences Limited

2. Quarter ending : March 31, 2017

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non Executive/in dependent/ Nominee)	Date of Appointment in the current term /cessation	Tenure *	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1)of Listing Regulation)	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.	Harsh V. Goenka	AABPG7041G / 00026726	Chairperson - Non Executive- Non Independent	06/02/2008	-	5	0	0
Mr.	C. L. Jain	ACWPJ2205J/ 00102910	Non Executive- Independent	*25/09/2014	5 years	3	5	3
Mr.	Lalit S. Kanodia	AAEPK7954K/ 00008050	Non Executive- Independent	*25/09/2014	5 years	2	0	0
Mr.	Mahesh S. Gupta	AAAPG4247 R/ 00046810	Non Executive- Independent	*25/09/2014	5 years	4	7	2
Mr.	Manoj Maheshwari	AACPM9762F/ 00012341	Non Executive- Independent	*25/09/2014	5 years	3	3	2
Mr.	P. K. Mohapatra	AAJPM4942Q/ 00066239	Non Executive- Independent	#13/03/2017	5 years	4	8	1
Mr.	Narendra Ambwani	AEIPA8788F/ 00236658	Non Executive- Independent	*25/09/2014	5 Years	4	9	1
Mr.	Sachin R. Nandgaonkar	AACPN5816F/ 03410739	Non-Executive - Non Independent	23/01/2015	-	2	1	0
Ms.	Zahabiya Khorakiwala	ANMPK3942N / 00102689	Non Executive- Independent	*27/07/2016	5 Years	1	1	0
Mr.	Yugal Sikri	AOXPS5465C/ 07576560	Non Executive- Independent	27/07/2016	Upto forthcoming AGM	1	0	0
Mr.	C T Renganathan	AEZPR6868J/ 02158397	Executive	02/01/2015	-	1	2	0

\$Number of committee membership includes Chairman of the Committee.

Mr. P. K. Mohapatra expired on 13/03/2017.

*Original date of appointment of Independent Directors:

Sr. no.	Name of the Director	Original date of appointment
1	Mr. C. L. Jain	06/02/2008
2	Mr. Lalit S. Kanodia	06/02/2008
3	Mr. Mahesh S. Gupta	06/02/2008
4	Mr. Manoj Maheshwari	06/02/2008
5	Mr. P. K. Mohapatra	06/02/2008
6	Mr. Narendra Ambwani	24/07/2014
7	Ms. Zahahbiya khorakiwala	29/10/2015

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non Executive/independent/Nominee) &
1. Audit Committee	Mr. C. L. Jain Mr. Mahesh S. Gupta Mr. CT. Renganathan	Chairman_ Non Executive_ Independent Non Executive_ Independent Executive
2. Nomination & Remuneration Committee	Mr. C. L. Jain Dr. Lalit S. Kanodia Mr. Sachin R. Nandgaonkar	Chairman_ Non Executive_ Independent Non Executive_ Independent Non Executive
3. Stakeholders Relationship Committee	Mr. Mahesh S. Gupta Mr. Narendra Ambwani Mr. CT. Renganathan	Chairman_ Non Executive_ Independent Non Executive_ Independent Executive

Note: Mr. P. K. Mohapatra, Non Executive_ Independent Director of the Company was member of all the above mentioned Committees, who has expired on 13/03/2017.

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)
October 21, 2016	February 1, 2017	102

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 - February 1, 2017	Yes. All 4 Members were present	October 21, 2016	102 days
Stakeholders Relationship Committee - February 1, 2017	Yes. All 4 Members were present	October 21, 2016	102 days
Nomination & Remuneration Committee – No meeting held during relevant quarter.	N.A.	October 17, 2016	N.A.

*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)
Whether prior approval of audit committee obtained	N.A.
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.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (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.
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.
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: **This report will be place before the ensuing Board Meeting.**

For RPG Life Sciences Limited

**Name & Designation: Rajesh Shirambekar
Head- Legal & Company Secretary**

ANNEXURE II

Corporate Governance Report for end of the financial year March 31, 2017.

I. Disclosure on website in term 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	N.A	
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	N.A	
New name and the old name of the listed entity	N.A	
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)	N.A
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)	N.A

Approval for material related party transactions	23(4)	N.A
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A
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 – **Not Applicable**

For RPG Life Sciences Limited

Name & Designation: Rajesh Shirambekar
Head - Legal & Company Secretary