

**Annexure I****Compliance Report on Corporate Governance**

1. Name of Listed Entity : RPG Life Sciences Limited

2. Quarter ending : September 30, 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 Directors hip 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	NA	5	-	-
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	-	-
Mr.	Mahesh S. Gupta	AAAPG4247R/ 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.	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	NA	2	2	-
Ms.	Zahabiya Khorakiwala	ANMPK3942N / 00102689	Non Executive- Independent	*27/07/2016	5 Years	1	1	-
Mr.	Yugal Sikri	AOXPS5465C/ 07576560	Non Executive- Independent	*24/07/2017	5 Years	1	2	1
Mr.	CT Renganathan	AEZPR6868J/ 02158397	Executive	02/01/2015	NA	1	1	-

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

\*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	Dr. Lalit S. Kanodia	06/02/2008
3	Mr. Mahesh S. Gupta	06/02/2008
4	Mr. Manoj Maheshwari	06/02/2008
5	Mr. Narendra Ambwani	24/07/2014
6	Ms. Zahahbiya khorakiwala	29/10/2015
7	Mr. Yugal Sikri	27/07/2016

<b>II. Composition of Committees</b>		
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non Executive/independent/Nominee) &amp;</b>
1. Audit Committee	Mr. C. L. Jain Mr. Mahesh S. Gupta Mr. Yugal Sikri Mr. Sachin Nandgaonkar	Chairman_ Non Executive_ Independent Non Executive_ Independent Non Executive_ Independent Non Executive
2. Nomination & Remuneration Committee	Mr. C. L. Jain Dr. Lalit S. Kanodia Mr. Sachin 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

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
April 28, 2017	August 04, 2017	97 days

<b>IV. Meeting of Committees</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
Audit Committee - August 4, 2017	Yes. All 4 members were present throughout the meeting.	April 28, 2017 and May 12, 2017	Between April 28, 2017 and May 12, 2017 = 13 days  Between May 12, 2017 and August 4, 2017 = 83 days
Stakeholders Relationship Committee - August 4, 2017	Yes. All 3 Members were present throughout the meeting.	April 28, 2017	Between April 28, 2017 and August 4, 2017 = 97 days
Nomination & Remuneration Committee - July 3, 2017	Yes. 2 members out of total 3 members were present throughout the meeting.	No meeting held during the quarter.	N.A.
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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	Yes

<b>VI. Affirmations</b>
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <ul style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> <li>d. Risk management committee (applicable to the top 100 listed entities)</li> </ul> <p>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.</p> <p>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.</p> <p>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:</p> <p><b>This report will be place before the ensuing Board Meeting.</b></p>
<p><b>For RPG Life Sciences Limited</b></p> <p><b>Name &amp; Designation: Rajesh Shirambekar</b>  <b>Head- Legal &amp; Company Secretary</b></p>

**Annexure III**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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
<b>Note:</b>  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- Nil		
<b>For RPG Life Sciences Limited</b>  <b>Name &amp; Designation: Rajesh Shirambekar</b> <b>Head- Legal &amp; Company Secretary</b>		