

Compliance Report on Corporate Governance

1. **Name of Listed Entity** : RPG Life Sciences Limited

2. **Quarter ending** : September 30, 2018

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 members 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	N.A	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.	Maresh S. Gupta	AAAPG4247R/00046810	Non Executive-Independent	*25/09/2014	5 years	4	6	2
Mr.	Manoj Maheshwari	AACPM9762F/00012341	Non Executive-Independent	*25/09/2014	5 years	3	2	1
Mr.	Narendra Ambwani	AEIPA8788F/00236658	Non Executive-Independent	*25/09/2014	5 Years	4	6	0
Mr.	Sachin R. Nandgaonkar	AACPN5816F/03410739	Non-Executive - Non Independent	23/01/2015	N.A	2	2	0
Ms.	Zahabiya Khorakiwala	ANMPK3942N/00102689	Non Executive-Independent	*27/07/2016	5 Years	2	1	0
Mr.	Yugal Sikri	AOXPS5465C/07576560	Non Executive-Independent	*24/07/2017 & #27/09/2018	5 Years	2	2	0
Mr.	CT Renganathan	AEZPR6868J/02158397	Executive	*02/01/2018 & #30/09/2018	N.A	1	1	0

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

*Original date of appointment of Independent Directors:

Date of Cessation of Independent Directors:

Sr. no.	Name of the Director	Original date of appointment/cessation
1	Mr. C. L. Jain	06/02/2008
2	Dr. Lalit S. Kanodia	06/02/2008
3	Mr. Maresh S. Gupta	06/02/2008
4	Mr. Manoj Maheshwari	06/02/2008
5	Mr. Narendra Ambwani	24/07/2014
6	Ms. Zahabiya khorakiwala	29/10/2015
7	*Mr. Yugal Sikri	27/07/2016
8	# Mr. Yugal Sikri	27/09/2018
Managing Director		
9	*Mr. CT Renganathan	02/01/2015
10	# Mr. CT Renganathan	30/09/2018

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. Sachin Nandgaonkar	Chairman_ Non Executive_ Independent Non Executive_ Independent Non 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

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)
May 2, 2018	July 27, 2018 and September 27, 2018	Between May 2, 2018 and July 27, 2018 = 85 days. Between July 27, 2018 and September 27, 2018 = 61 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 - July 27, 2018	Yes. All 4 members were present through the meeting.	May 2, 2018	85 days
Stakeholders Relationship Committee - July 27, 2018	Yes. All 3 Members were present through the meeting	May 2, 2018	85 days
Nomination & Remuneration Committee – September 27, 2018	Yes. All 3 members were present through the meeting.	June 25, 2018	93 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)
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

VI. Affirmations
<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">a. Audit Committeeb. Nomination & remuneration committeec. Stakeholders relationship committeed. Risk management committee (applicable to the top 100 listed entities) <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: This report will be place before the ensuing Board Meeting.</p>
<p>For RPG Life Sciences Limited</p> <p>Name & Designation: Rajesh Shirambekar Head- Legal & Company Secretary</p>

Annexure III

I 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
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- Nil		
For RPG Life Sciences Limited Name & Designation: Rajesh Shirambekar Head- Legal & Company Secretary		