## **Compliance Report on Corporate Governance**

1. Name of Listed Entity : RPG Life Sciences Limited

2. Quarter ending : December 31, 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 Directors hip in listed entities including this listed entity (Refer Regulatio n 25(1)of Listing Regulatio n)	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	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	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	7	0
Mr.	Sachin R. Nandgaonkar	AACPN5816F/ 03410739	Non-Executive - Non Independent	23/01/2015	NA	2	2	0
Ms.	Zahabiya Khorakiwala	ANMPK3942N/ 00102689	Non Executive- Independent	*27/07/2016	5 Years	2	1	0
Mr.	Yugal Sikri	AOXPS5465C/ 07576560	Executive	01/10/2018	NA	2	2	1
Mr.	CT Renganathan	AEZPR6868J/ 02158397	Executive	*01/10/2018 & #30/11/2018	NA	1	0	0

\$Number of committee membership includes Chairman of the Committee.
\*Original date of appointment of Directors:

# Date of Cessation of Directors:

Sr.	Name of the Director	Original date of		
no.		Appointment/Cessation		
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. Zahabiya Khorakiwala	29/10/2015		
Whole Time Director				
7	*Mr. CT Renganathan	01/10/2018		
8	#Mr. CT Renganathan	30/11/2018		

II. Composition of Committees				
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non Executive/independent/Nominee)		
Audit Committee	Mr. C. L. Jain Mr. Mahesh S. Gupta Mr. Narendra Ambwani Mr. Sachin Nandgaonkar	Chairman_ Non Executive_ Independent Non Executive_ Independent Non Executive_ Independent Non Executive		
Nomination & Remuneration     Committee	Mr. C. L. Jain Dr. Lalit S. Kanodia Mr. Sachin Nandgaonkar	Chairman_ Non Executive_ Independent Non Executive_ Independent Non Executive		
Stakeholders Relationship     Committee	Mr. Mahesh S. Gupta Mr. Narendra Ambwani Mr. Yugal Sikri	Chairman_Non Executive_ Independent Non Executive_ Independent Executive		
Corporate Social Responsibility     Committee	Mr. C. L. Jain Mr. Narendra Ambwani Ms. Zahabiya Khorakiwala Mr. Yugal Sikri	Chairman_ Non Executive_ Independent 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)		
July 27, 2018 September 27, 2018	November 05, 2018	Between July 27, 2018 and September 27, 2018 = 61 days  Between September 27, 2018 and November 05, 2018 = 38 days		

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 – November 05, 2018	Yes. All 3 members were present throughout the meeting.	July 27, 2018.	Between November 05, 2018 and July 27,2018 = 100 Days.
Stakeholders Relationship Committee - November 05, 2018	Yes. All 3 Members were present throughout the meeting.	July 27, 2018.	Between November 05, 2018 and July 27,2018 = 100 Days.
Nomination & Remuneration Committee – No meetings held during relevant quarter.	N.A.	September 27, 2018	N.A.

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

## 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**