

January 13, 2020

To

The Manager  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor,  
Plot No. C-1, G- Block,  
Bandra - Kurla Complex, Bandra (East)  
Mumbai – 400 051.

BSE Limited  
Corporate Relationship Department  
25, P.J. Towers,  
Dalal Street,  
Mumbai 400 001.

Symbol: RPGLIFE

Scrip Code: 532983

Dear Sirs,

**Sub: Quarterly Compliance Report on Corporate Governance**

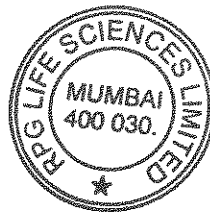
Enclosed please find quarterly compliance report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the quarter ended December 31, 2019.

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For RPG Life Sciences Limited

  
Rajesh Shirambekar  
Head – Legal & Company Secretary



Encl: As above

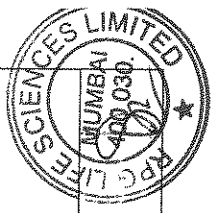
**Compliance Report on Corporate Governance**

1. Name of Listed Entity : RPG Life Sciences Limited

2. Quarter ending : December 31, 2019

**I. Composition of Board of Directors**

Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non Executive/independent/Nominee)	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure (in Months)*	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to regulation 17A(1)]	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	10/12/1957	5	1	0	0
Mr.	Lalit S. Kanodia	AAEPK7954K/ 00008050	Non Executive- Independent	*25/09/2014	25/09/2019	-	63 months	30/03/1941	2	1	0	0
Mr.	Mahesh S. Gupta	AAAPG4247R/ 00046810	Non Executive- Independent	*25/09/2014	25/09/2019	-	63 months	30/06/1956	5	3	5	3
Mr.	Manoj Maheshwari	AACPM9762F/ 00012341	Non Executive- Independent	*25/09/2014	25/09/2019	-	63 months	08/08/1957	3	3	2	1
Mr.	Narendra Ambwani	AEIPA8788F/ 00236658	Non Executive- Independent	*25/09/2014	25/09/2019	-	63 months	15/11/1948	4	4	8	1
Mr.	Sachin R. Nandgaonkar	AACPN5816F/ 03410739	Non-Executive - Non Independent	23/01/2015	-	-	NA	04/12/1969	1	0	1	0
Ms.	Zahabiya Khorakiwala	ANMPK3942N / 00102689	Non Executive- Independent	*27/07/2016	-	-	41 months	16/09/1982	2	1	1	1



Mr.	Bhaskar Iyer	AAAPI5213K/ 00480341	Non- Executive- Independent	30/10/2019	-	-	2 months	07/03/1956	1	1	1	0
Mr.	Yugal Sikri	AOXPS5465C/ 07576560	Executive	01/10/2018	-	-	NA	01/01/1957	1	0	1	0
			Whether Regular chairperson appointed : Yes									
			Whether Chairperson is related to managing director or CEO: No									
			\$PAN 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.									

\$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/Cessation
1	Dr. Lalit S. Kanodia	06/02/2008
2	Mr. Mahesh S. Gupta	06/02/2008
3	Mr. Manoj Maheshwari	06/02/2008
4	Mr. Narendra Ambwani	24/07/2014
5	Ms. Zahabiya Khorakiwala	29/10/2015

# Details of special resolution passed under Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Sr. No.	Name of Director	Date of passing of special resolution
1	Dr. Lalit S. Kanodia	30/07/2019
2	Mr. Narendra Ambwani	30/07/2019



II. Composition of Committees					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non Executive/Independent/Nominee) &	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Mahesh S. Gupta Mr. Narendra Ambwani Mr. Bhaskar Iyer Mr. Sachin Nandgaonkar	Chairman_Non Executive_Independent Non Executive_Independent Non Executive_Independent Non Executive	25/09/2014* 05/11/2018 30/10/2019 25/04/2017	- - - -
2. Nomination & Remuneration Committee	Yes	Dr. Lalit S. Kanodia Mr. Mahesh S. Gupta Mr. Sachin Nandgaonkar	Chairman_Non Executive_Independent Non Executive_Independent Non Executive	25/09/2014** 25/09/2019 23/01/2015	- - -
3. Stakeholders Relationship Committee	Yes	Mr. Narendra Ambwani Mr. Mahesh S. Gupta Mr. Yugal Sikri	Chairman_Non Executive_Independent Non Executive_Independent Executive	20/10/2014*** 25/09/2014**** 01/10/2018	- - -
4. Corporate Social Responsibility Committee	Yes	Mr. Narendra Ambwani Ms. Zahabiya Khorakiwala Mr. Yugal Sikri	Chairman_Non Executive_Independent Non Executive_Independent Executive	29/04/2016***** 29/04/2016 01/10/2018	- - -

Notes: \* Appointed as member of Audit Committee w.e.f.06/02/2008. Further he was appointed as a Chairman of Audit Committee w.e.f. 1/10/2019.

\*\* Appointed as member of Nomination and Remuneration Committee (NRC) w.e.f 06/02/2008. Further he was appointed as a Chairman of NRC w.e.f 30/10/2019.

\*\*\* Appointed as member of Stakeholders Relationship Committee (SRC) w.e.f. 06/02/2008. Further he was appointed as a Chairman of SRC w.e.f. 30/10/2019.

\*\*\*\* Appointed as member of Stakeholders Relationship Committee (SRC) w.e.f. 06/02/2008. Further he was appointed as a Chairman of SRC w.e.f. 30/10/2019.

\*\*\*\*\* Appointed as a Chairman of Corporate Social Responsibility Committee on October 30, 2019.

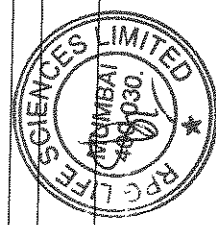


III. Meeting of Board of Directors				
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of Independent Directors present
July 30, 2019	October 30, 2019	Yes	9	6
				Maximum gap between any two consecutive (in number of days)
				Between October 30, 2019 and July 30, 2019 = 91 days

IV. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum (details)	Number of Directors present	Number of Independent Directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee - October 30, 2019	Yes	4	3	July 29, 2019	Between July 29, 2019 and October 30, 2019 = 92 days
Stakeholders Relationship Committee - October 30, 2019	Yes	3	2	July 29, 2019	Between July 29, 2019 and October 30, 2019 = 92 days
Nomination & Remuneration Committee - No meetings held during relevant quarter	N.A.	N.A.	N.A.	N.A.	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	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 placed before the ensuing Board Meeting.**

**For RPG Life Sciences Limited**



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

