

MAKERS *Makers Laboratories Ltd.*

*Regd. Office : 54-D, Kandivli Indl. Estate, Kandivli (West), Mumbai - 400 067.
CIN: L24230MH1984PLC033389, website: www.makerslabs.com, e-mail: makers@makerslabs.com*

THRU ONLINE FILING

January 10, 2023

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
27th Floor, Dalal Street
Mumbai 400 023

Dear Sir / Madam,

Re: Compliance Report on Corporate Governance for the Quarter ended December 31, 2022

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Compliance Report (Annexure I) on Corporate Governance of the Company for the Quarter ended December 31, 2022.

Kindly acknowledge receipt of the same.

Thanking you,

For Makers Laboratories Limited

NILESH
SHIVRAJ JAIN

Nilesh Jain
Wholetime Director

Encl: a/a



: 1 :

Annexure I

FORMAT TO BE SUBMITTED BY LISTED ENTITY ON QUARTERLY BASIS

1. Name of Listed Entity: **Makers Laboratories Limited**

2. Quarter ending: **December 31, 2022**

| Whether the listed entity has a Regular Chairperson | | | | | | | | | | | Yes | | | | | | | |
|---|----------------------|---|---------------|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|--|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|---|--|--|--|
| Whether Chairperson is related to MD or CEO | | | | | | | | | | | No | | | | | | | |
| Title (Mr. / Ms.) | Name of the Director | Category (Chairperson /Executive /Non- Executive/ independent/ Nominee) | Date of birth | Whether the Director is Disqualified? | Start date of Disqualification | End date of Disqualification | Details of Disqualification | Current status | Whether special resolution passed? (Refer Regln 17 (1A) of Listing Regln | Date of passing special resolution | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure of Director (in months) | No of Directors hip in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directors hip in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairpers on in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr. | Saahil Parikh | Executive / Wholetime Director / Non Independent Director | 27.01.1975 | No | - | - | - | Active | NA | - | 11.08.2011 | 11.08.2020 | - | - | 1 | 0 | 1 | 0 |
| Mr. | Nilesh Jain | Executive / Wholetime Director / Non Independent Director | 28.04.1975 | No | | | | Active | NA | - | 13.02.2019 | 13.02.2022 | - | - | 1 | 0 | 1 | 0 |

: 2 :

| Title (Mr. / Ms.) | Name of the Director | Category (Chairperson /Executive /Non- Executive/ independent/ Nominee) | Date of birth | Whether the Director is Disqualified? | Start date of Disqualification | End date of Disqualification | Details of Disqualification | Current status | Whether special resolution passed? (Refer Regln 17 (1A) of Listing Regln) | Date of passing special resolution | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure of Director* (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairpersons in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|-------------------|------------------------|---|---------------|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|---|------------------------------------|-----------------------------|------------------------|-------------------|---------------------------------|--|---|--|--|
| Ms. | Dipti Shah | Non-Executive / Independent Director | 24.06.1973 | No | | | | Active | NA | - | 29.01.2018 | - | - | 59 | 1 | 1 | 1 | 0 |
| Mr. | Raj Kamal Prasad Verma | Chairman of Board / Non-Executive / Independent Director | 22.03.1949 | No | | | | Active | NA | - | 13.02.2019 | - | - | 47 | 3 | 3 | 4 | 2 |
| Mr. | Vishal Jain | Non-Executive / Independent Director | 18.02.1976 | No | | | | Active | NA | - | 04.11.2020 | | - | 26 | 1 | 1 | 1 | 1 |
| Mr. | Prashant Godha | Non Executive / Non Independent Director | 16.11.1974 | No | | | | Active | NA | - | 04.11.2020 | | - | - | 4 | 0 | 1 | 0 |

Notes:

\$ PAN number 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.

| II. Composition of Committees | | | | |
|---|---------------------------|--------------------------------------|-------------------|--|
| Name of Committee | Name of Committee members | Date of appointment to the Committee | Date of Cessation | Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ^{&} |
| 1. Audit Committee | Mr. Vishal Jain | 04.11.2020 | - | Chairman of the Committee/Non-Executive / Independent Director |
| | Mr. R. K. P. Verma | 01.04.2019 | - | Non-Executive / Independent Director |
| | Mr. Nilesh Jain | 01.04.2019 | - | Executive / Wholetime Director |
| | Ms. Dipti Shah | 29.01.2018 | - | Non-Executive / Independent Director |
| 2. Nomination & Remuneration Committee | Mr. Vishal Jain | 04.11.2020 | - | Chairman of the Committee/Non-Executive / Independent Director |
| | Mr. R. K. P. Verma | 01.04.2019 | - | Non-Executive / Independent Director |
| | Ms. Dipti Shah | 01.04.2019 | - | Non-Executive / Independent Director |
| 3. Risk Management Committee (if applicable) | Mr. Vishal Jain | 10.06.2021 | - | Independent Director / Chairman of the Committee |
| | Mr. Saahil Parikh | 16.04.2015 | - | Executive / Wholetime Director / Non Independent Director |
| | Mr. Sandeep Kadam | 16.04.2015 | - | Manager – Accounts/CFO |
| | Mr. Nilesh Jain | 13.02.2019 | - | Executive / Wholetime Director / Non Independent Director |
| 4. Stakeholders Relationship Committee | Mr. R. K. P. Verma | 01.04.2019 | - | Chairman of the Committee/Non-Executive / Independent Director |
| | Mr. Vishal Jain | 04.11.2020 | - | Non-Executive / Independent Director |
| | Mr. Saahil Parikh | 30.10.2017 | - | Executive / Wholetime Director / CEO |
| ^{&} 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 | | | | |

| III. Meeting of Board of Directors | | | | | | |
|---|--|--|--|--|--|--|
| Sr. | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Whether requirement of quorum meet (yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1 | 12 th August, 2022 | | Yes | 6 | 6 | 3 |
| 2 | 26 th September, 2022 | 12.08.2022 to 26.09.2022 – 44 days | Yes | 6 | 6 | 3 |
| 3 | 14 th November, 2022 | 26.09.2022 to 14.11.2022 – 48 days | Yes | 6 | 6 | 3 |

| IV. Meeting of Committees (Audit Committee) | | | | | | | |
|--|--|--|--|--|---|--|---|
| Sr. | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Whether requirement of quorum meet (yes/No) | Total Number of Directors as on date of the meeting | Number of Directors (All directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1 | 12 th August, 2022 | | Yes | 4 | 4 | 3 | 0 |
| 2 | 26 th September, 2022 | 12.08.2022 to 26.09.2022 – 44 days | Yes | 4 | 4 | 3 | 0 |
| 3 | 14 th November, 2022 | 26.09.2022 to 14.11.2022 – 48 days | Yes | 4 | 4 | 3 | 0 |

| V. Meeting of Committees (Nomination & Remuneration Committee) | | | | | | | |
|---|--|--|--|--|---|--|---|
| Sr. | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Whether requirement of quorum meet (yes/No) | Total Number of Directors as on date of the meeting | Number of Directors (All directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1 | 14 th November, 2022 | | Yes | 3 | 3 | 3 | 0 |
| VI. Meeting of Committees (Stakeholder Relationship Committee) | | | | | | | |
| Sr. | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Whether requirement of quorum meet (yes/No) | Total Number of Directors as on date of the meeting | Number of Directors (All directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1 | 14 th November, 2022 | | Yes | 3 | 3 | 2 | 0 |
| VII. Meeting of Committees (Risk Management Committee) | | | | | | | |
| Sr. | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Whether requirement of quorum meet (yes/No) | Total Number of Directors as on date of the meeting | Number of Directors (All directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1 | 14 th November, 2022 | | Yes | 3 | 3 | 1 | 1 |

| VIII. Related Party Transactions | |
|--|--|
| Subject | Compliance status (Yes/No/N.A.) refer note below |
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | Yes. Approval was obtained in the Annual General Meeting of the Company held on August 12, 2022. |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | 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. | |

| IX. Affirmations | Compliance Status (Y/N) |
|--|--------------------------------|
| 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | Yes |
| 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Yes |
| 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. | Yes |
| 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. | Yes |
| 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: - | Yes |
| Name & Designation : Nilesh Jain, Wholetime Director | |
| Mumbai: January 10, 2023 | |

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.