



THRU ONLINE FILING

October 10, 2023

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
27th Floor, Dalal Street
Mumbai 400 023
Scrip Code - 506919

Dear Sir / Madam,

Re: Compliance Report on Corporate Governance for the half year ended September 30, 2023

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Compliance Report (Annexure I, III and IV) on Corporate Governance of the Company for the half year ended September 30, 2023

Kindly acknowledge receipt of the same.

Thanking you,
For Makers Laboratories Limited

A handwritten signature in blue ink that reads "Surbhi Sharma".

Surbhi Sharma
Company Secretary

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: **September 30, 2023**

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	DIN	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 RegIn 17 (1A) of Listing RegIn	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	00400079	Executive / Wholetime Director / Non Independent Director / CEO	27.01.1975	No	-	-	-	Active	NA	-	11.08.2011	11.08.2023	-	-	1	0	1	0
Mr.	Nilesh Jain	05263110	Executive / Wholetime Director / Non Independent Director	28.04.1975	No				Active	NA	-	13.02.2019	13.02.2022	-	-	2	0	1	0

: 2 :

Title (Mr. / Ms.)	Name of the Director	DIN	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 Regn 17 (1A) of Listing Regn)	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	07995542	Non-Executive / Independent Director	24.06.1973	No				Active	NA	-	29.01.2018	29.01.2023	-	68	1	1	1	0
Mr.	Raj Kamal Prasad Verma	02166789	Chairman of Board / Non-Executive / Independent Director	22.03.1949	No				Active	Yes	14.08.2023	13.02.2019	-	-	55	3	3	2	2
Mr.	Vishal Jain	00137986	Non-Executive / Independent Director	18.02.1976	No				Active	NA	-	04.11.2020		-	35	1	1	1	1
Mr.	Prashant Godha	00012759	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/ CEO
	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	28 th April, 2023		Yes	6	6	3
2	22 nd May, 20223	28.04.2023 to 22.05.2023 – 23 days	Yes	6	6	3
3	14 th August, 202	22.05.20223to 14.08.2023 – 83days	Yes	6	6	3
4	26 th September, 2023	14.08.2023 to 26.09.2023 – 42 days	Yes	6	5	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	22 nd May, 2023		Yes	4	4	3	0
2	14 th August, 2023	22.05.2023 to 14.08.2023 – 83 days	Yes	4	4	3	0
3	26 th September, 2023	14.08.2023 to 26.09.2023 – 42 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	28 th April, 2023		Yes	3	3	3	0
2	22 th May, 2023	28.04.2023 to 22.05.2023 – 23 days	Yes	3	3	3	0
3	14 th August, 2023	22.05.2023 to 14.08.2023 – 83 days	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	22 th May, 2023		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	22 th May, 2023		Yes	4	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 14, 2023.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	

Details of Cyber Security Incidence

Details of Cyber Security Incidence	
Whether as per Regulation 27(2)(ba) of SEBI(LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	NO
Date of the event	Brief details of the event

IX. Affirmations	Compliance Status (Y/N)
<ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 1000 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: - 	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>
<p>Name & Designation : Surbhi Sharma, Company Secretary & Compliance Officer Mumbai: October 10, 2023</p>	

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.



FORMAT TO BE SUBMITTED BY LISTED ENTITY AT THE END OF 6 MONTHS AFTER END OF FINANCIAL YEAR ALONG-WITH SECOND QUARTER REPORT OF NEXT FINANCIAL YEAR

3 Name of Listed Entity: **Makers Laboratories Limited**

2. Half year ended: **September 30, 2023**

III. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
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
Presence of Chairperson of Stakeholders relationship committee at the annual general meeting	20(3)	Yes
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with Para C of Schedule V	Yes
<p>Note</p> <p>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.</p> <p>4 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>Name & Designation : Surbhi Sharma, Company Secretary & Compliance Officer Mumbai, October 10, 2023</p>		



FORMAT TO BE SUBMITTED TWICE A YEAR, ON A HALF YEARLY BASIS BY THE LISTED ENTITY AT THE END OF EVERY 6 MONTHS OF THE FINANCIAL YEAR

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

Half year ended: **September 30, 2023**

I. Disclosure of Loans / guarantees / comfort letters / securities etc: Not Applicable

There are no loans, guarantees, comfort letters or securities in connection with any loan(s) given directly or indirectly by the Company to promoter(s), promoter group, director(s), key managerial personnel or any entity controlled by them.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security(Cash, Shares Etc)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. – **Not Applicable**

Surbhi Sharma
Company Secretary & Compliance Officer

Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company ; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table