

**MAKERS**

**Makers Laboratories Ltd.**

Regd. Office : 54-D, Kandivli Indl. Estate, Kandivli (West), Mumbai - 400 067.

CIN: L24230MH1984PLC033389, website: [www.makerslabs.com](http://www.makerslabs.com), e-mail: [makers@makerslabs.com](mailto:makers@makerslabs.com)

THRU ONLINE FILING

October 10, 2019

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

Dear Sir / Madam,

**Re: Compliance Report on Corporate Governance for the quarter and half year ended  
September 30, 2019.**

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Compliance Report (Annexure I and Annexure III) on Corporate Governance of the Company for the quarter and half year ended September 30, 2019.

Kindly acknowledge receipt of the same.

Thanking you,  
For Makers Laboratories Limited

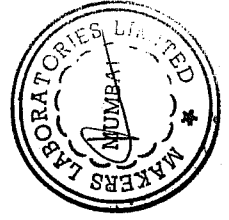
  
Khyati Danani  
Company Secretary



Encl: a/a

**FORMAT TO BE SUBMITTED BY LISTED ENTITY ON QUARTERLY BASIS**1. Name of Listed Entity: **Makers Laboratories Limited**2. Quarter ending: **September 30, 2019**

Title (Mr. / Ms.)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive /Non- Executive/ independent/ Nominee)	Date of birth	Initial Date of Appointment	Date of Re- appointment	Date of Cessa- tion	Tenure of Director (in months)	Whether the listed entity has a Regular Chairperson			
									No of Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	No of Independent Directors in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	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.	Saahil Parikh	AGWPP5355R & 00400079	Executive / Wholesale Director / Non Independent Director	27.01.1975	11.08.2011	11.08.2017	-	1	0	1	0	
Ms.	Dipti Shah	AACPS7716F & 07995542	Non- Executive / Independent Director	24.06.1973	29.01.2018	-	-	20	1	1	0	



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Mr.	Raj Kamal Prasad Verma	ABHPV6666R & 02166789	Chairman of Board / Non-Executive / Additional Independent Director	22.03.1949	13.02.2019	-	8	2	2	2	1
Mr.	Popatlal Mukanch and Kathariya	AAEPK4407B & 00281395	Non-Executive / Additional Independent Director	21.06.1953	13.02.2019	-	8	2	2	4	1
Mr.	Nilesh Jain	AACPJ1539R & 05263110	Additional Executive / Wholetime Director / Non Independent Director	28.04.1975	13.02.2019	-	-	1	0	1	0

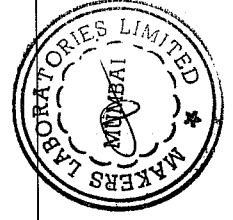
\$ PAN number of any director would not be displayed on the website of Stock Exchange

& 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.

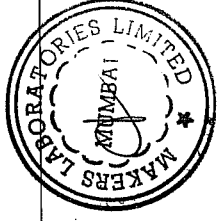
## II. Composition of Committees

Name of Committee	Name of Committee members	Date of appointment to the Committee	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) &
1. Audit Committee	Mr. P. M. Kathariya*	01.04.2019	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

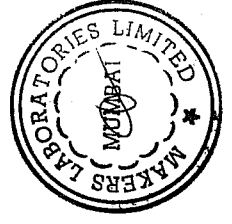


2. Nomination & Remuneration Committee	Mr. P. M. Kathariya*	01.04.2019	Chairman of the Committee/Non-Executive / Independent Director
	Mr. R. K. P. Verma	01.04.2019	Non-Executive / Independent Director
	Ms. Dipti Shah	01.04.2019	Non-Executive / Independent Director
3. Risk Management Committee (if applicable)	Mr. 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 additional Director
4. Stakeholders Relationship Committee	Mr. R. K. P. Verma*	01.04.2019	Chairman of the Committee/Non-Executive / Independent Director
	Mr. P. M. Kathariya	01.04.2019	Non-Executive / Independent Director
	Mr. Saahil Parikh	30.10.2017	Executive / Wholetime Director / CEO
*Appointed as Chairman of the Committee w.e.f. 1st April 2019.			
* 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					
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 meetings (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (current quarter)	No. of Independent Directors attending the meeting* (current quarter)
May 22, 2019	August 8, 2019	22.05.2019 to 08.08.2019 - 77 days	Yes	5	3
	September 23, 2019	08.08.2019 to 23.09.2019 - 45 days	Yes	5	3



IV. Meeting of Committees - (Audit Committee)						
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 meetings in number of days*	Whether requirement Of Quorum met (details)	Number of Directors present* (current quarter)	No. of Independent Directors attending the meeting* (current quarter)	
May 22, 2019	August 8, 2019	22.05.2019 to 08.08.2019 - 77 days	Yes	4	3	
	September 23, 2019	08.08.2019 to 23.09.2019 - 45 days	Yes	4	3	
* 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/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 8, 2019.			
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.						



**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: -



A handwritten signature in black ink, appearing to read "Khyati Danajji".

**Name & Designation : Khyati Danajji, Company Secretary  
Mumbai, October 10, 2019**

**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**

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

2. Half year ended: **September 30, 2019**

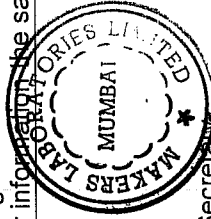
<b>I Affirmations</b>	<b>Regulation Number</b>	<b>Compliance (Yes/No/NA)</b> <small>refer note below</small>	<b>status</b>
<b>Broad heading</b>			
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report 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	
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.



*[Signature]*

**Name & Designation : Khyati Darjani, Company Secretary**  
Mumbai, October 10, 2019