

**THRU ONLINE FILING**

April 5, 2019

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

Dear Sir / Madam,

**Re: Quarterly and Yearly Compliance Report on Corporate Governance for the quarter  
and year ended March 31, 2019**

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Quarterly (Annexure I) and Yearly Report (Annexure II) on Corporate Governance of the Company for the quarter and year ended March 31, 2019.

Kindly acknowledge receipt of the same.

Thanking you,  
For Makers Laboratories Limited

  
Khyati Danani  
Company Secretary

Encl: a/a



# 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

: 1 :

Annexure I

## FORMAT TO BE SUBMITTED BY LISTED ENTITY ON QUARTERLY BASIS

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

2. Quarter ending: **March 31, 2019**

### I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson /Executive /Non-Executive/ independent/ Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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 Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	K. C. Jain <sup>1</sup>	AAHPJ1070E & 00021239	Non-Executive / Independent Director	01.04.2014	5 years till 31.03.2019	1	2	2
Mr.	S. V. Loyalka <sup>2</sup>	AAAPL6140L & 00016533	Non-Executive / Independent Director	01.04.2014	5 years till 31.03.2019	1	1	0
Dr. (Mr.)	Rajeshwar Singh <sup>3</sup>	AFFPB3349J & 00347864	Non-Executive / Independent Director	01.04.2014	5 years till 31.03.2019	1	2	0
Mr.	Saahil Parikh	AGWPP5355R & 00400079	Executive / Wholtime Director / Non Independent Director	11.08.2017		1	1	0
Ms.	Dipti Shah	AACPS7716F & 07995542	Non-Executive / Independent Director	29.01.2018	5 years till 28.01.2023	1	1	0
Mr.	Raj Kamal Prasad Verma <sup>4</sup>	ABHPV6666R & 02166789	Chairman of Board / Non-Executive / Additional Independent Director	13.02.2019	5 years till 12.02.2024	2	0	0

*Thapsi*



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Mr.	Popatlal Mukanchand Kathariya <sup>5</sup>	AAEPK4407B & 00281395	Non-Executive / Additional Independent Director	13.02.2019	5 years till 12.02.2024	2	1	0
Mr.	Nilesh Jain <sup>6</sup>	AACPJ1539R & 05263110	Additional Executive / Wholetime Director / Non Independent Director	13.02.2019	-	1	0	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.

1, 2, 3: Mr. K. C. Jain, Mr. S. V. Loyalka and Dr. (Mr.) Rajeshwar Singh, Independent Directors, have resigned with effect from April 1, 2019.

4: Mr. Raj Kamal Prasad Verma was appointed as Non-Executive / Additional/ Independent Director with effect from 13.02.2019. He was further appointed as Chairman of the Board of Directors with effect from March 28, 2019.

5: Mr. Popatlal Mukanchand Kathariya was appointed as Non-Executive / Additional/ Independent Director with effect from 13.02.2019

6: Mr. Nilesh Jain was appointed as Additional / Executive / Wholetime Director / Non Independent Director effect from 13.02.2019.

II. Composition of Committees			
Name of Committee	Name of Committee members	Date of Appointment to the Committee	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>&amp;</sup>
1. Audit Committee	Mr. K. C. Jain	25.01.2001	Non-Executive / Independent Director
	Mr. S. V. Loyalka	25.01.2001	Non-Executive / Independent Director
	Dr. Rajeshwar Singh	14.05.2004	Non-Executive / Independent Director
	Ms. Dipti Shah	29.01.2018	Non-Executive / Independent Director
2. Nomination & Remuneration Committee	Mr. K. C. Jain	30.07.2002	Non-Executive / Independent Director
	Mr. S. V. Loyalka	30.07.2002	Non-Executive / Independent Director
	Dr. Rajeshwar Singh	14.05.2004	Non-Executive / Independent Director



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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
	Ms. Khyati Danani (upto 12.02.2019)	30.10.2017	Company Secretary & Compliance Officer
	Mr. Nilesh Jain (w.e.f. 13.02.2019)	13.02.2019	Executive / Wholetime Director / Non Independent additional Director
4. Stakeholders Relationship Committee	Mr. K. C. Jain	30.07.2002	Non-Executive / Independent Director
	Dr. Rajeshwar Singh	30.08.2004	Non-Executive / Independent Director
	Mr. Saahil Parikh	30.10.2017	Executive / Wholetime Director / Non Independent Director

\* 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)
November 13, 2018	February 13, 2019	13.11.2018 to 13.02.2019- 91 days
	March 28, 2019	13.02.2019 to 28.03.2019- 42 days

### IV. Meeting of Committees - (Audit Committee)

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*
February 13, 2019	All committee members present	November 13, 2018	13.11.2018 to 13.02.2019- 91 days

\* 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) 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 9, 2016.
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.



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### 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:

**Name & Designation :** Khyati Danani, Company Secretary  
**Mumbai, April 05, 2019**

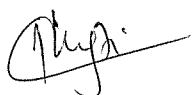
#### Note:

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.

## Annexure II

## FORMAT TO BE SUBMITTED BY LISTED ENTITY AT THE END OF THE FINANCIAL YEAR (FOR THE WHOLE OF FINANCIAL YEAR)

Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes / No / N.A.) Refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism / Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	N.A.	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes / No / N.A.) Refer note below
Independent director(s) have been appointed in terms of specified criteria of independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes



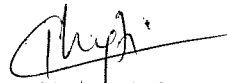
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to obligations of directors and senior management	26(2) & 26(5)	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.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – N.A.



**Name & Designation :** Khyati Danani, Company Secretary  
**Mumbai, April 5, 2019**