



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

May 4, 2020

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

Dear Sir / Madam,

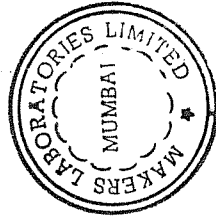
**Re: Compliance Report on Corporate Governance for the quarter and year ended
March 31, 2020**

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Compliance Report (Annexure I and Annexure II) on Corporate Governance of the Company for the quarter and year ended March 31, 2020.

Kindly acknowledge receipt of the same.

Thanking you,
For Makers Laboratories Limited


Khyati Danani
Company Secretary



Encl: a/a

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Annexure I

FORMAT TO BE SUBMITTED BY LISTED ENTITY ON QUARTERLY BASIS1. Name of Listed Entity: **Makers Laboratories Limited**2. Quarter ending: **March 31, 2020**

Whether the listed entity has a Regular Chairperson												
Whether Chairperson is related to MD or CEO												
Yes												
No												
Title (Mr./ Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson /Executive /Non-Executive/ independent/ Nominee)	Date of birth	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)
											No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Saahil Parikh	AGWPP5355R & 00400079	Executive / Wholetime Director / Non Independent Director	27.01.1975	NA	-	11.08.2011	11.08.2017	-	-	1	0
Ms.	Dipti Shah	AACPS7716F & 07995542	Non-Executive / Independent Director	24.06.1973	NA	-	29.01.2018	-	26	-	1	0

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Mr.	Raj Kamal Prasad Verma	ABHPV6666 R & 02166789	Chairman of Board / Non-Executive / Additional Independent Director	22.03.1949	NA	-	13.02.2019	-	14	2	2	2	1
Mr.	Popatlal Mukand Kathariya	AAEPK4407 B & 00281395	Non-Executive / Additional Independent Director	21.06.1953	NA	-	13.02.2019	-	14	2	2	4	1
Mr.	Nilesh Jain	AACPJ1539 R & 05263110	Additional Executive / Wholetime Director / Non Independent Director	28.04.1975	NA	-	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

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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)
November 6, 2019	February 6, 2020	06.11.2019 to 06.02.2020 - 91 days	Yes	5	3

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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)	
November 6, 2019	February 6, 2020	06.11.2019 to 06.02.2020 - 91 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.) <small>refer note below</small>			
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.						

<p>VI. Affirmations</p> <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 Committeeb. Nomination & remuneration committeec. Stakeholders relationship committeed. 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: -	<p>Name & Designation : Khyati Danani, Company Secretary Mumbai, May 4, 2020</p>
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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.

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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		Compliance status (Yes / No / N.A.) Refer note below
Item		
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.
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange		N.A.

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Advertisements as per regulation 47 (1)	Yes
Credit rating or revision in credit rating obtained	Yes
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes
It is certified that these contents on the website of the listed entity are correct	Yes

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), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	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

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Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(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
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes

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Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	NA
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, May 4, 2020