

## Compliance Report on Corporate Governance

**1. Name of Listed Entity** : RPG Life Sciences Limited

**2. Quarter ending** : 30<sup>th</sup> June, 2016

<b>I. Composition of Board of Directors</b>								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non Executive/in dependent/ 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 Regulation)	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.	Harsh Vardhan Goenka	AABPG7041G/00026726	Chairperson -Non Executive- Non Independent	06/02/2008	-	5	0	0
Mr.	C. L. Jain	ACWPJ2205J/00102910	Non Executive-Independent	*25/09/2014	5 years	3	5	3
Dr.	Lalit S. Kanodia	AAEPK7954K/00008050	Non Executive-Independent	*25/09/2014	5 years	2	0	0
Mr.	Mahesh S. Gupta	AAAPG4247R/00046810	Non Executive-Independent	*25/09/2014	5 years	4	7	2
Mr.	Manoj Maheshwari	AACPM9762F/00012341	Non Executive-Independent	*25/09/2014	5 years	3	3	2
Mr.	P. K. Mohapatra	AAJPM4942Q/00066239	Non Executive-Independent	*25/09/2014	5 years	4	8	1
Mr.	Narendra Ambwani	AEIPA8788F/00236658	Non Executive-Independent	*25/09/2014	5 Years	3	9	1
Mr.	Sachin R. Nandgaonkar	AACPN5816F/03410739	Non-Executive - Non Independent	23/01/2015	-	2	2	0
Ms.	Zahabiya Khorakiwala	ANMPK3942N/00102689	Non Executive-Independent	29/10/2015	Upto forthcoming AGM	1	1	0
Mr.	CT. Renganathan	AEZPR6868J/02158397	Executive	02/01/2015	-	1	2	0

\$Number of committee membership includes Chairman of the Committee.

\*Original date of appointment of Independent Directors:

Sr. no.	Name of the Director	Original date of appointment
1	Mr. C. L. Jain	06/02/2008
2	Dr. Lalit S. Kanodia	06/02/2008
3	Mr. Mahesh S. Gupta	06/02/2008
4	Mr. Manoj Maheshwari	06/02/2008
5	Mr. P. K. Mohapatra	06/02/2008
6	Mr. Narendra Ambwani	24/07/2014
7	Ms. Zahabiya Khorakiwala	29/10/2015

<b>II. Composition of Committees</b>		
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non Executive/independent/Nominee) <sup>&amp;</sup></b>
1. Audit Committee	Mr. C. L. Jain Mr. Mahesh S. Gupta Mr. P. K. Mohapatra Mr. CT. Renganathan	Chairman-Non Executive- Independent Non Executive- Independent Non Executive- Independent Executive
2. Nomination & Remuneration Committee	Mr. C. L. Jain Dr. Lalit S. Kanodia Mr. P. K. Mohapatra Mr. Sachin R. Nandgaonkar	Chairman-Non Executive- Independent Non Executive- Independent Non Executive- Independent Non-Executive
3. Stakeholders Relationship Committee	Mr. Mahesh S. Gupta Mr. P. K. Mohapatra Mr. Narendra Ambwani Mr. CT. Renganathan	Chairman-Non Executive- Independent Non Executive- Independent Non Executive- Independent Executive
& 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		

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
March 14, 2016	April 29, 2016 and May 26, 2016	45 days and 26 days respectively.

<b>IV. Meeting of Committees</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
Audit Committee - April 29, 2016	Yes. Members present: 1. Mr. C. L. Jain 2. Mr. Mahesh Gupta 3. Mr. P. K. Mohapatra 4. Mr. C. T. Renganathan	February 2, 2016	86 days
Stakeholders Relationship Committee - April 29, 2016	Yes. Members present: 1. Mr. Narendra Ambwani 2. Mr. Mahesh Gupta 3. Mr. C. T. Renganathan 4. Mr. P.K. Mohapatra	February 2, 2016	-
Nomination & Remuneration Committee – April 29, 2016 and June 30, 2016	Yes. <u>Members present in April 29, 2016 Meeting:</u> 1. Mr. C.L. Jain 2. Mr. Sachin Nandgaonkar 3. Mr. P.K. Mohapatra <u>Members present in June 30, 2016 Meeting:</u> 1. Mr. C.L. Jain 2. Dr. Lalit Kanodia 3. Mr. P.K. Mohapatra	February 2, 2016	-

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.
<p><b>Note:</b></p> <ol style="list-style-type: none"> <li>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.</li> <li>2. If status is "No" details of non-compliance may be given here.</li> </ol>	

<b>VI. Affirmations</b>
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination &amp; remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities)</li> <li>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.</li> <li>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.</li> <li>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: <b>This report will be place before the ensuing Board Meeting.</b></li> </ol>
<p><b>For RPG Life Sciences Limited</b></p>  <p><b>Name &amp; Designation: Rajesh Shirambekar</b>  <b>Head- Legal &amp; Company Secretary</b></p>