

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**

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



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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

Title (Mr. / Ms.)	Name of the Director	PAN <sup>3</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>	AEFPB3349J & 00347864	Non- Executive / Independent Director	01.04.2014	5 years till 31.03.2019	1	2	0
Mr.	Saahil Parikh	AGWPP5355R & 00400079	Executive / Wholetime Director / Non Independent Director	11.08.2017	<u>-</u>	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 Verma⁴	ABHPV6666R & 02166789	Chairman of Board / Non- Executive / Additional Independent Director	13.02.2019	5 years till 12.02.2024	2	0	0





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

- \$ 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>				
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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Risk Management Committee (if applicable)		Mr. Sa	Mr. Saahil Parikh 16.04.2		16.04.201	5 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 3		30.07.2002		Non-Executive / Independent Director		
			Dr. Rajeshwar Singh		30.08.2004		Non-Executive / Independent Director	
* C-4				Saahil Parikh 30.10.2017			Executive / Wholetime Director / Non Independent Director	
category write all category	ories separating ti	on-execu nem with	ıtive/inde ı hyphen	ependent	/Nominee. I	f a dire	ctor fits into more than one	
III. Meeting of Board of I								
Date(s) of Meeting (if any) in the previous quarter		Date(s) of Meeting (if any) i the relevant quarter		ny) in	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 Committe	es - (Audit Comi	nittee)						
Date(s) of meeting of the committee in the relevant quarter	rement Date(s) of meeting of the committee in the previous quarter		in the	Maximum gap between any two Consecutive meetings in number of days*				
February 13, 2019	All committee Noven members present		Novem	ber 13, 2018 13.11.2018 to 13.02.2019-		.2018 to 13.02.2019- 91 days		
* This information has to b information is optional	e mandatorily be	given fo	r audit c	ommittee	e, for rest of	the co	mmittees giving this	
V. Related Party Transac	tions				•	• :		
Subject					Compliance status (Yes/No/NA) refer note below			
Whether prior approval of audit committee obtained				Yes				
Whether shareholder appr	oval obtained for	material	RPT	Yes. Ap	oproval was g of the Com	obtaine	ed in the Annual General neld on August 9, 2016.	
Whether details of RPT en approval have been review	ntered into pursu ved by Audit Com	ant to oi imittee	mnibus	Yes ,			0 1 2 3	
Note		· · ·						

- 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.



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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)

Litem   Compliance status (Yes / No / N.A.)	Disclosure on website in terms of Listing Regulations		
Terms and conditions of appointment of independent directors  Yes  Composition of various committees of board of directors  Code of conduct of board of directors and senior management personnel  Petalis of establishment of vigil mechanism / Whistle Blower policy  Criteria of making payments to non-executive directors  Policy on dealing with related party transactions  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 eptity who are responsible for assisting and handling investor grievances  Email address for grievance redressal and other relevant details  Yes  Financial results  Yes  Shareholding pattern  Petalis of agreements entered into with the media companies and/or their associates  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'  Board composition  Press  Meeting of Board of directors  Review of Compliance Reports  Plans for orderly succession for appointments  17(2)  Yes  Plans for orderly succession for appointments  17(6)  Yes  Fees/compensation  17(7)  Yes  Minimum Information  17(7)  Yes  Minimum Information  Minimum Information  Number  Results of Advance Reports  Name of Compliance Certificate  Name of Compliance Certificate  Name of Compliance Certificate  Name of Compliance Certificate  Name of Cert	ltem	(Yes / No / N.A.)	
Composition of various committees of board of directors  Code of conduct of board of directors and senior management personnel  Petalls of establishment of vigil mechanism / Whistle Blower policy  Policy on dealing with related party transactions  Policy for determining 'material' subsidiaries  N.A.  Details of familiarization programmes imparted to independent directors  Possible for assisting and handling investor grievances  Email address for grievance redressal and other relevant details  Petalls of agreements entered into with the media companies and/or their associates  N.A.  Shareholding pattern  Particulars  Particulars  Regulation Number  Regulation Number  Particulars  Regulation Specified criteria of independence' and/or 'eligibility'  Board composition  Meeting of Board of directors  Plans for orderly succession for appointments  Plans for orderly succession for appointments  Pessociates  Pe	Details of business	Yes	
Details of establishment of vigil mechanism / Whistle Blower policy  Pes Criteria of making payments to non-executive directors Policy on dealing with related party transactions Policy for determining 'material' subsidiaries N.A.  Details of familiarization programmes imparted to independent directors Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances  Email address for grievance redressal and other relevant details Yes Financial results Yes Shareholding pattern Particulars Regulation Number Regulation Number 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' Board composition Neeting of Board of directors Review of Compliance Reports Plans for orderly succession for appointments 17(4) Yes Code of Conduct 17(5) Yes Minimum Information 17(7) Yes Minimum Information 17(8) Yes Risk Assessment & Management 17(9) Yes Reference Particulars Results of agreements and senior paint paint details Yes Particulars Results of agreements entered into with the media companies and/or their associates N.A. Compliance status (Yes / No / N.A.) Refer note below Refer note below Refer note below Refer note below Refer note of independence' and/or 'eligibility' Results of composition 17(1) Yes Review of Compliance Reports 17(3) Yes Results of conduct 17(5) Yes Results of conduct 17(6) Yes Results of conduct 17(7) Yes Results of conduct 17(8) Results of conduct 17(9) Yes Results of cashier and politic directors 17(9) Yes Results of cashier and particular and politic directors 17(9) Yes Results of cashier and politic directors 17(1) Yes Results o		ctors	Yes
Details of establishment of vigil mechanism / Whistle Blower policy  Criteria of making payments to non-executive directors  Policy on dealing with related party transactions  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  Email address for grievance redressal and other relevant details  Yes  Financial results  Shareholding pattern  Petalis 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  Regulation Number  Particulars  Regulation (Yes / No / N.A.)  Refer note below  Independent director(s) have been appointed in terms of specified criteria of independence and/or 'eligibility'  Board composition  17(1)  Yes  Meeting of Board of directors  Plans for orderly succession for appointments  Code of Conduct  17(5)  Yes  Pess/compensation  17(6)  Yes  Minimum Information  Compliance Reports  17(8)  Yes  Risk Assessment & Management  17(9)  Yes			Yes
Criteria of making payments to non-executive directors  Policy on dealing with related party transactions  Policy for determining 'material' subsidiaries  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  Email address for grievance redressal and other relevant details  Yes  Financial results  Shareholding pattern  Petails of agreements entered into with the media companies and/or their associates  New name and the old name of the listed entity  N.A.  Annual Affirmations  Regulation Number  Particulars  Regulation Number  Particulars  Regulation (Yes / No / N.A.)  Refer note below  Independent director(s) have been appointed in terms of specified criteria of independence and/or 'eligibility'  Board composition  17(1)  Yes  Meeting of Board of directors  17(2)  Yes  Review of Compliance Reports  Plans for orderly succession for appointments  17(4)  Yes  Code of Conduct  17(5)  Yes  Fees/compensation  17(6)  Yes  Minimul Information  17(7)  Yes  Risk Assessment & Management  17(9)  Yes	Code of conduct of board of directors and senior manager	ment personnel	Yes
Policy on dealing with related party transactions 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  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 New name and the old name of the listed entity N.A.  Annual Affirmations  Particulars Regulation Number (Yes / No / N.A.) Refer note below Independent director(s) have been appointed in terms of specified criteria of independence' and/or 'eligibility' Board composition 17(1) Yes Meeting of Board of directors Review of Compliance Reports 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	Details of establishment of vigil mechanism / Whistle Blow	er policy	Yes
Policy for determining 'material' subsidiaries  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  Email address for grievance redressal and other relevant details  Financial results  Shareholding pattern  Petails of agreements entered into with the media companies and/or their associates  New name and the old name of the listed entity  N.A.  Annual Affirmations  Particulars  Regulation Number  (Yes / No / N.A.)  Refer note below  Independent director(s) have been appointed in terms of specified criteria of independence' and/or 'eligibility'  Board composition  Perticulars  Review of Compliance Reports  Plans for orderly succession for appointments  Toda of Conduct	Criteria of making payments to non-executive directors		Yes
Details of familiarization programmes imparted to independent directors  Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances  Email address for grievance redressal and other relevant details  Financial results  Yes  Shareholding pattern  Petails of agreements entered into with the media companies and/or their associates  New name and the old name of the listed entity  N.A.  Annual Affirmations  Particulars  Regulation Number  Particulars  Regulation Number  (Yes / No / N.A.) Refer note below  Independent director(s) have been appointed in terms of specified criteria of independence' and/or 'eligibility'  Board composition  17(1)  Yes  Meeting of Board of directors  Review of Compliance Reports  17(3)  Plans for orderly succession for appointments  17(4)  Yes  Code of Conduct  17(5)  Yes  Fees/compensation  17(6)  Yes  Compliance Certificate  17(8)  Yes  Resident directors  17(9)  Yes	Policy on dealing with related party transactions		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances  Email address for grievance redressal and other relevant details  Financial results  Yes  Shareholding pattern  Yes  Details of agreements entered into with the media companies and/or their associates  New name and the old name of the listed entity  N.A.  Annual Affirmations  Particulars  Regulation Number  (Yes / No / N.A.) Refer note below  Independent director(s) have been appointed in terms of specified criteria of independence' and/or 'eligibility'  Board composition  In 17(1)  Yes  Meeting of Board of directors  Review of Compliance Reports  Plans for orderly succession for appointments  Toda of Conduct  Toda Of Compliance  Toda of Conduct  Toda Of Condu	Policy for determining 'material' subsidiaries		N.A.
Email address for grievance redressal and other relevant details  Financial results  Shareholding pattern  Details of agreements entered into with the media companies and/or their associates  New name and the old name of the listed entity  N.A.  Annual Affirmations  Particulars  Particulars  Regulation Number  (Yes / No / N.A.) Refer note below  Independent director(s) have been appointed in terms of specified criteria of independence' and/or 'eligibility'  Board composition  17(1) Yes  Meeting of Board of directors  Review of Compliance Reports  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(7) Yes  Minimum Information  17(8) Yes  Risk Assessment & Management  17(9) Yes	Details of familiarization programmes imparted to indepen	dent directors	Yes
Financial results  Shareholding pattern  Details of agreements entered into with the media companies and/or their associates  New name and the old name of the listed entity  N.A.  Annual Affirmations  Particulars  Particulars  Regulation Number (Yes / No / N.A.) Refer note below  Independent director(s) have been appointed in terms of specified criteria of independence' and/or 'eligibility'  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 Risk Assessment & Management 17(9) Yes	Contact information of the designated officials of the listed responsible for assisting and handling investor grievances	Yes	
Shareholding pattern  Details of agreements entered into with the media companies and/or their associates  New name and the old name of the listed entity  N.A.  Annual Affirmations  Particulars  Regulation Number (Yes / No / N.A.) Refer note below  Independent director(s) have been appointed in terms of specified criteria of independence' and/or 'eligibility'  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	Email address for grievance redressal and other relevant	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  Particulars  Regulation Number  (Yes / No / N.A.) Refer note below  Independent director(s) have been appointed in terms of specified criteria of independence' and/or 'eligibility'  Board composition  17(1)  Yes  Meeting of Board of directors  Review of Compliance Reports  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  Risk Assessment & Management  17(9)  Yes	Financial results	Yes	
New name and the old name of the listed entity    N.A.	Shareholding pattern	Yes	
Annual Affirmations  Particulars  Regulation Number (Yes / No / N.A.) Refer note below  Independent director(s) have been appointed in terms of specified criteria of independence' and/or 'eligibility'  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	Details of agreements entered into with the media compar associates	N.A.	
Annual Affirmations  Particulars  Regulation Number (Yes / No / N.A.) Refer note below  Independent director(s) have been appointed in terms of specified criteria of independence' and/or 'eligibility'  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	New name and the old name of the listed entity	N.A.	
Number (Yes / No / N.A.) Refer note below  Independent director(s) have been appointed in terms of specified criteria of independence' and/or 'eligibility'  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	Annual Affirmations		
specified criteria of independence' and/or 'eligibility'  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			(Yes / No / N.A.)
Meeting of Board of directors  Review of Compliance Reports  Plans for orderly succession for appointments  Code of Conduct  Fees/compensation  Minimum Information  Compliance Certificate  Risk Assessment & Management  T(1)  Yes  17(3)  Yes  17(4)  Yes  17(5)  Yes  17(6)  Yes  17(7)  Yes  17(8)  Yes  17(9)  Yes	Independent director(s) have been appointed in terms of specified criteria of independence' and/or 'eligibility'	16(1)(b) & 25(6)	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)  Risk Assessment & Management  Performance Technology (Inc.)  17(9)  Yes  Performance Technology (Inc.)  Yes	Board composition	17(1)	Yes
Plans for orderly succession for appointments17(4)YesCode of Conduct17(5)YesFees/compensation17(6)YesMinimum Information17(7)YesCompliance Certificate17(8)YesRisk Assessment & Management17(9)Yes	Meeting of Board of directors	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	Review of Compliance Reports	Yes	
Fees/compensation 17(6) Yes  Minimum Information 17(7) Yes  Compliance Certificate 17(8) Yes  Risk Assessment & Management 17(9) Yes	Plans for orderly succession for appointments	Yes	
Minimum Information 17(7) Yes  Compliance Certificate 17(8) Yes  Risk Assessment & Management 17(9) Yes	Code of Conduct	Yes	
Compliance Certificate 17(8) Yes Risk Assessment & Management 17(9) Yes	Fees/compensation	Yes	
Compliance Certificate 17(8) Yes Risk Assessment & Management 17(9) Yes	Minimum Information	Yes	
Risk Assessment & Management 17(9) Yes	Compliance Certificate	Yes	
Dorformana First III III III III III	Risk Assessment & Management		
	Performance Evaluation of Independent Directors		

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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