

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: **HESTER BIOSCINCES LIMITED**
2. Quarter ending on: **30 SEPTEMBER 2018**

I. Composition of Board of Directors										
Title (Mr./ Ms./ Mrs.)	Name of the Director	PAN & DIN		Category (Chairperson /Executive/Non -Executive/In dependent/No minee)	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)
		PAN	DIN		Current Term Date	Cessation Date				
Dr.	Bhupendra V. Gandhi		00437907	Chairman and Non-Executive Director	21-04-2005	-	-	1	-	-
Mr.	Rajiv Gandhi		00438037	CEO & Managing Director	01-04-2017	-	-	2	-	-
Mr.	Sanjiv Gandhi		00024548	Non-Executive Director	29-04-1987	-	-	1	-	-
Mr.	Ravin Gandhi		00438361	Non-Executive Director	22-04-1999	-	-	1	-	-
Mr.	Vishwesh Patel		00503666	Independent Director	15-09-2015	-	36 Months	1	1	1
Ms.	Grishma Nanavaty		06931130	Independent Director	15-09-2015	-	36 Months	1	1	1
Mr.	Naman Patel		05143261	Independent Director	15-09-2015	-	36 Months	2	2	-
Mr.	Amit Shukla		00709322	Independent Director	15-09-2015	-	36 Months	1	2	-
Ms.	Nina Gandhi		00024657	Alternate Director	07-05-2016	-	-	1	-	-

II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent /Nominee)	
1. Audit Committee	Mr. Vishwesh Patel	Chairman - Non Executive - Independent Director	
	Ms. Grishma Nanavaty	Member - Non-Executive – Independent Director	
	Mr. Naman Patel	Member - Non-Executive – Independent Director	
	Mr. Amit Shukla	Member - Non-Executive – Independent Director	
2. Nomination & Remuneration Committee	Mr. Vishwesh Patel	Chairman - Non Executive - Independent Director	
	Ms. Grishma Nanavaty	Member - Non-Executive – Independent Director	
	Mr. Naman Patel	Member - Non-Executive – Independent Director	
	Mr. Amit Shukla	Member - Non-Executive – Independent Director	
3. Stakeholder’s Grievance and Relationship Committee	Ms. Grishma Nanavaty	Chairperson - Non Executive Independent Director	
	Mr. Vishwesh Patel	Member - Non-Executive – Independent Director	
	Mr. Naman Patel	Member - Non-Executive – Independent Director	
	Mr. Amit Shukla	Member - Non-Executive – Independent Director	
4. Risk Management Committee	Not Applicable	Not Applicable	
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 (in number of days)	
14 May 2018	10 August 2018	87 days	
IV. Meeting of Committees			
Date(s) of Meeting of the Audit Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the Audit Committee in the previous quarter	Maximum gap between any two consecutive Meetings in number of days*
10 August 2018	Total – 4 , Present – 4	14 May 2018	87 days
Date(s) of Meeting of the Stakeholder’s Grievance and Relationship Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the Stakeholder’s Grievance and Relationship Committee in the previous quarter	Maximum gap between any two consecutive Meetings in number of days*
10 August 2018	Total – 4 , Present – 4	14 May 2018	87 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	NA
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. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & Remuneration committee - **Yes**
 - c. Stakeholder's Grievance and Relationship Committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not Applicable**
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. - **Yes**
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. - **Yes**
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **Yes, Report Submitted in the previous quarter has been placed before Board of Directors and there are no comments or observations received from Board of Directors.**

ANNEXURE III

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

Affirmations:

Broad Heading	Regulation Number	Compliance Status
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
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.