

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: **31 March 2019**

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	-	-	1	-	-
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	-	42 Months	1	1	1
Ms.	Grishma Nanavaty		06931130	Independent Director	15-09-2015	-	42 Months	1	1	1
Mr.	Naman Patel		05143261	Independent Director	15-09-2015	-	42 Months	2	2	-
Mr.	Amit Shukla		00709322	Independent Director	15-09-2015	-	42 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)	
29 October 2018	29 January 2019	91 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*
29 January 2019	Total - 4 , Present - 4	29 October 2018	91 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*
29 January 2019	Total - 4 , Present - 4	29 October 2018	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	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 II

Format to be submitted by listed entity at the end of the financial year 31 March 2019

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status	
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	Yes	
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.	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status
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)	N. A.
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)	N.A.
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)	N.A.
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)	Yes
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

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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.