

**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 2019**

<b>I. Composition of Board of Directors</b>													
<b>Title (Mr./ Ms./ Mrs.)</b>	<b>Name of the Director</b>	<b>PAN</b>	<b>DIN</b>	<b>Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)</b>	<b>Initial Date of Appointment</b>	<b>Date of Re-appointment</b>	<b>Date of Cessation</b>	<b>Tenure</b>	<b>Date of Birth</b>	<b>No. of directorship in listed entities including this listed entity (in reference to Regulation 17A(1))</b>	<b>No of Independent Directorship in listed entities including this listed entity (in reference to proviso to regulation 17A(1))</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
Dr.	Bhupendra Gandhi		00437907	Chairman/ Non-Executive	21/04/2005	-	-	-	16/10/1942	1	-	-	-
Mr.	Rajiv Gandhi		00438037	Executive/ CEO & Managing Director	29/04/1987	01/04/2017	-	-	11/07/1962	1	-	-	-
Mr.	Sanjiv Gandhi		00024548	Non-Executive Director	29/04/1987	-	-	-	15/03/1965	1	-	-	-
Mr.	Ravin Gandhi		00438361	Non-Executive Director	22/04/1999	-	-	-	06/07/1973	1	-	-	-
Mr.	Vishwesh Patel		00503666	Non-Executive/ Independent Director	23/05/2010	01/04/2015	-	112 Months	15/07/1977	1	1	1	1
Ms.	Grishma Nanavaty		06931130	Non-Executive/ Independent Director	24/07/2014	01/04/2015	-	62 Months	11/05/1977	1	1	1	1
Mr.	Naman Patel		05143261	Non-Executive/ Independent Director	30/06/2015	-	-	51 Months	15/10/1988	2	2	3	-
Mr.	Amit Shukla		00709322	Non-Executive/ Independent Director	11/08/2015	-	-	50 Months	21/07/1965	1	1	2	-

Ms.	Nina Gandhi		0002 4657	Non-Executive/ Alternate Director	07/05/ 2016	-	-	-	17/03/ 1963	1	-	-	-
<b>Whether Regular chairperson appointed</b>							Yes						
<b>Whether Chairperson is related to Managing Director or CEO</b>							Yes						
<b>II. Composition of Committees</b>													
Name of Committee		Whether Regular chairperson appointed	Name of Committee Members		Category (Chairperson/Executive/Non-Executive/Independent /Nominee)			Date of Appointment		Date of Cessation			
1. Audit Committee		Yes	Mr. Vishwesh Patel		Chairperson/ Non- Executive/Independent Director			23/05/2010		-			
			Ms. Grishma Nanavaty		Member/Non-Executive/ Independent Director			24/07/2014		-			
			Mr. Naman Patel		Member/Non-Executive/ Independent Director			11/08/2015		-			
			Mr. Amit Shukla		Member/Non-Executive/ Independent Director			11/08/2015		-			
2. Nomination & Remuneration Committee		Yes	Mr. Vishwesh Patel		Chairperson/ Non- Executive/Independent Director			23/05/2010		-			
			Ms. Grishma Nanavaty		Member/Non-Executive/ Independent Director			24/07/2014		-			
			Mr. Naman Patel		Member/Non-Executive/ Independent Director			11/08/2015		-			
			Mr. Amit Shukla		Member/Non-Executive/ Independent Director			11/08/2015		-			
3. Stakeholder's Grievance and Relationship Committee		Yes	Ms. Grishma Nanavaty		Chairperson/ Non-Executive/Independent Director			24/07/2014		-			
			Mr. Vishwesh Patel		Member/Non-Executive/ Independent Director			23/05/2010		-			
			Mr. Naman Patel		Member/Non-Executive/ Independent Director			11/08/2015		-			
			Mr. Amit Shukla		Member/Non-Executive/ Independent Director			11/08/2015		-			
4. Risk Management Committee		Not Applicable											
<b>III. Meeting of Board of Directors</b>													
Date(s) of Meeting (if any) in the previous quarter		Date(s) of Meeting (if any) in the relevant quarter		Whether requirement of Quorum met		Number of Directors present		Number of Independent directors present		Maximum gap between any two consecutive (in number of days)			
7 May 2019		31 July 2019		Yes		8		4		84			
<b>IV. Meeting of Committees</b>													
Date(s) of meeting of the Audit Committee in the relevant quarter		Whether requirement of Quorum met		Number of Directors present		Number of Independent directors present		Date(s) of meeting of the committee in the previous quarter		Maximum gap between any two consecutive (in number of days)			
31 July 2019		Yes		4		4		7 May 2019		84			

Date(s) of meeting of the Stakeholder's Grievance and Relationship Committee in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
31 July 2019	Yes	4	4	7 May 2019	84

\* 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
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

- 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.
- If status is "No" details of non-compliance may be given here.

#### VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee - **Yes**
  - Nomination & Remuneration committee - **Yes**
  - Stakeholder's Grievance and Relationship Committee - **Yes**
  - Risk management committee (applicable to the top 500 listed entities) - **Not Applicable**
- 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**
- 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**
- 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 the second quarter's report of next financial year**

<b>Affirmations</b>		
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
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)	No - The Chairperson of Audit Committee was not able to attend Annual General Meeting due to their travelling out of city. However, he had authorised Ms. Grishma Nanavaty, Independent Director, as the Authorised Representative on his behalf to reply to the query of shareholders present in the meeting if any.
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No - The Chairperson of Nomination and Remuneration Committee not able to attend Annual General Meeting due to their travelling out of city. However, he had authorised Ms. Grishma Nanavaty, Independent Director, as the Authorised Representative on his behalf to reply to the query of shareholders present in the meeting if any.
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes