

BHARAT PARENTERALS LIMITED**CIN: U24231GJ1992PLC018237**

1. Name of the Entity: Bharat Parenterals Limited
2. Quarter Ending: 31st March, 2019

I. Composition of the Board								
Title	Name	§PAN & DIN	Category	Date of Appointment	Tenure (in months)	No. of Directorship in listed Companies including this entity	No. of membership in Audit/Stakeholder Committee including this entity	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this entity
Mr.	Bharat R. Desai	00552596	Promoter	03/09/1992	--	1	0	0
Mrs.	Hima B. Desai	00558482	Promoter	01/06/2007	--	1	1	1
Mr.	Hemang Shah	03024324	Executive	08/07/2010	--	1	1	1
Mr.	Bharat Doshi	00041045	Independent	11/12/2014	50	1	2	0
Mr.	Shailesh Gabhawala	07884641	Independent	03/08/2017	20	1	2	2
Mrs.	Zankhana Sheth	08200311	Independent	14/08/2018	8	1	0	0

II. Composition of Committee:

Name of Committee	Name of Members and Category
Audit Committee	1. Shailesh Gabhawala – Independent Director 2. Hemang Shah – Executive Director 3. Bharat Doshi – Independent Director
Nomination & Remuneration Committee	1. Shailesh Gabhawala - Independent Director 2. Bharat Doshi – Independent Director 3. Zankhana Sheth - Independent Director
Stakeholders Relationship Committee	1. Shailesh Gabhawala – Independent Director 2. Bharat Doshi – Independent Director 3. Hima Desai – Whole-time Director
CSR Committee	1. Bharat Desai – Managing Director 2. Hima Desai – Whole-time Director 3. Hemang Shah – Executive Director 4. Shailesh Gabhawala – Independent Director 5. Zankhana Sheth - Independent Director

III. Meeting of Board of Directors:

Dates of Meeting in previous Quarter	Dates of Meeting in the Relevant Quarter	Maximum Gap between any two consecutive meeting (in days)
14-11-2018		--
01-12-2018		16
17-12-2018		15
	08-02-2019	52
	05-03-2019	24

IV. Meeting of Committees:

Name of Committee	Dates of Meeting in relevant Quarter	Whether requirement of quorum met?	Dates of Meeting in the Previous Quarter	Maximum Gap between any two consecutive meeting (in days)
Audit Committee	08-02-2019	Yes	14-11-2018	85
Nomination and remuneration committee	08-02-2019	Yes		

V. Related Party Transactions:

Subject	Compliance Status (Yes/No)
Whether prior approval of audit committee obtained	Yes
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	Yes

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
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 : Nil

Place: Vadodara
Date: 10.04.2019

Monica Ahir
(Company Secretary &
Compliance Officer)

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE
YEAR ENDED 31ST MARCH, 2018**

NAME OF COMPANY: BHARAT PARENTERALS LIMITED

BSE CODE: 541096

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (YES / NO / N.A.)
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		N.A.
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 (YES / NO / N.A.)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes

<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	N.A.
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	N.A.
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N.A.
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>III Affirmations:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p>		
<p>Monica Ahir Company Secretary & Compliance Officer</p>		