

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Dishman Pharmaceuticals and Chemicals Limited**
2. Quarter ending - **31-Mar-2017**

I. Composition of Board of Directors*										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directors hip in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Janmejy R. Vyas	00004730	AAGPV5002P	C & ED	01-Mar-2015			1	2	0
Mr.	Arpit J. Vyas	01540057	ADSPV7509A	ED	01-Jun-2014			1	0	0
Mrs.	Deohooti J. Vyas	00004876	AAJPV5327Q	ED	03-Sep-2016			1	0	0
Mr.	Mark C. Griffiths	06981744	AVEPG0006D	NED	01-Sep-2014			1	0	0
Mr.	Sanjay S. Majmudar	00091305	AAPPM5037Q	ID	01-Apr-2014		5	4	4	3
Mr.	Ashok C. Gandhi	00022507	ABCPG5178J	ID	01-Apr-2014		5	5	7	1
Mr.	Subir Kumar Das	02237356	AALPD4981C	ID	15-Dec-2014		5	1	1	0
Mr.	Rajendra S. Shah	00061922	AEOPS0341G	ID	02-Apr-2015		5	4	3	3

*Annexure – I

Scheme of Arrangement and Amalgamation amongst Dishman Pharmaceuticals and Chemicals Ltd., Carbogen Amcis (India) Limited and Dishman Care Limited and their respective Shareholders & Creditors (“Scheme”).

As informed to the Stock Exchanges earlier, Scheme of Arrangement and Amalgamation amongst **Dishman Pharmaceuticals and Chemicals Ltd.** (“DPCL”), **Carbogen Amcis (India) Limited** (“CAIL”) and **Dishman Care Limited** (“DCL”) has become effective from the date of filing of certified copy of the order of Hon’ble High Court of Gujarat dated 16th December, 2016 with the Office of Registrar of Companies, Gujarat i.e. w.e.f. 17th March, 2017. Accordingly, DPCL has been merged into CAIL and Board of Directors of DPCL has been appointed as Board of Directors of CAIL.

In terms of the said Scheme, the name of Transferee Company (CAIL) i.e. Carbogen Amcis (India) Ltd. has been changed to “**Dishman Carbogen Amcis Ltd.**” w.e.f. 27th March, 2017 vide a fresh certificate of Incorporation upon change of name issued by the Office of the Registrar of Companies, Gujarat.

II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Sanjay S. Majmudar	ID	Chairperson
2	Ashok C. Gandhi	ID	Member
3	Subir Kumar Das	ID	Member

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Sanjay S. Majmudar	ID	Chairperson
2	Janmejy R. Vyas	C & ED	Member
3	Ashok C. Gandhi	ID	Member

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Sanjay S. Majmudar	ID	Chairperson
2	Ashok C. Gandhi	ID	Member
3	Subir Kumar Das	ID	Member

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
27-Oct-2016	13-Feb-2017	108
	17-Mar-2017	

IV. Meeting of Committees				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Stakeholders Relationship Committee	13-Feb-2017	Yes	27-Oct-2016	108
Audit Committee	13-Feb-2017	Yes	27-Oct-2016	
Audit Committee	17-Mar-2017	Yes		

V. Related Party Transactions*	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

* No material transactions as per Regulation 23 of SEBI(LODR), 2015 has been transacted during the quarter ended 31st March, 2017.

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. Stakeholders 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.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **Shrima Dave**
Designation : **Compliance Officer**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
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	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<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)	Not Applicable
<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)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<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

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. - **Yes**

Name : **Shrima Dave**
Designation : **Compliance Officer**