

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE
Ref.: (i) Symbol – DISHMAN (ii) Series – EQ

Name of the Company: **DISHMAN PHARMACEUTICALS AND CHEMICALS LTD.**
Quarter ending on: 30th June, 2011

| Particulars | Clause of Listing Agreement | Compliance Status (Yes/No/N.A.) | Remarks |
|--|-----------------------------|---------------------------------|---------|
| 1 | 2 | 3 | 4 |
| I. Board of Directors | 49 I | Yes | -- |
| (A) Composition of Board | 49 (IA) | Yes | -- |
| (B) Non-executive Directors' compensation & disclosures | 49 (IB) | Yes | * |
| (C) Other provisions as to Board and Committees | 49 (IC) | Yes | -- |
| (D) Code of Conduct | 49 (ID) | Yes | -- |
| II. Audit Committee | 49 (II) | Yes | -- |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | Yes | -- |
| (B) Meeting of Audit Committee | 49 (IIB) | Yes | -- |
| (C) Powers of Audit Committee | 49 (IIC) | Yes | -- |
| (D) Role of Audit Committee | 49 (IID) | Yes | -- |
| (E) Review of Information by Audit Committee | 49 (IIE) | Yes | -- |
| III. Subsidiary Companies | 49 (III) | N.A. | -- |
| IV. Disclosures | 49 (IV) | Yes | -- |
| (A) Basis of related party transactions | 49 (IV A) | Yes | -- |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | Yes | -- |
| (C) Board Disclosures | 49 (IV C) | Yes | -- |
| (D) Proceeds from Public issues, rights issues, preferential issues etc. | 49 (IV D) | N.A. | -- |
| (E) Remuneration of Directors | 49 (IV E) | Yes | * |
| (F) Management | 49 (IV F) | Yes | * |
| (G) Shareholders | 49(IV G) | Yes | * |
| V. CEO/CFO Certification | 49 (V) | Yes | # |
| VI. Report on Corporate Governance | 49 (VI) | Yes | * |
| VII. Compliance | 49 (VII) | Yes | * |

Remarks:

* Relevant information/disclosures has been made in the Annual Report for the financial year 2010-11.

Complied at the Board Meeting held on 26th May, 2011 for adoption of annual accounts for the financial year 2010-11.

Dishman Pharmaceuticals and Chemicals Limited

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