



**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**  
Ref.: Script Code: 532526

Name of the Company: **DISHMAN PHARMACEUTICALS AND CHEMICALS LTD.**

Quarter ending on: **31<sup>st</sup> December, 2014**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/N.A.)	Remarks
1	2	3	4
<b>II. Board of Directors</b>	<b>49 (II)</b>	Yes	--
(A) Composition of Board	49 (IIA)	Yes	@
(B) Independent Directors	49 (IIB)	Yes	--
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	*
(D) Other provisions as to Board and Committees	49 (IID)	Yes	--
(E) Code of Conduct	49 (IIE)	Yes	--
(F) Whistle Blower Policy	49 (IIF)	Yes	--
<b>III. Audit Committee</b>	<b>49 (III)</b>	Yes	--
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	--
(B) Meeting of Audit Committee	49 (IIIB)	Yes	--
(C) Powers of Audit Committee	49 (IIIC)	Yes	--
(D) Role of Audit Committee	49 (IIID)	Yes	--
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	--
<b>IV. Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	Yes	--
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	N.A.	--
<b>VI. Risk Management</b>	<b>49 (VI)</b>	Yes	--
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	Yes	--
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>	Yes	--
(A) Related party transactions	49 (VIII A)	Yes	\$
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	*
(C) Remuneration of Directors	49 (VIII C)	Yes	*
(D) Management	49 (VIII D)	Yes	*
(E) Shareholders	49 (VIII E)	Yes	*
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A.	--
<b>IX. CEO/CFO Certification</b>	<b>49 (IX)</b>	Yes	#
<b>X. Report on Corporate Governance</b>	<b>49 (X)</b>	Yes	*
<b>XI. Compliance</b>	<b>49 (XI)</b>	Yes	*

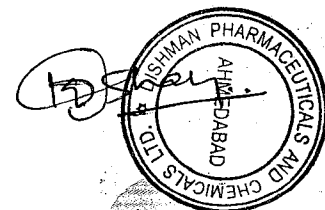
**Remarks:**

@ Mr. Y. B. Desai, an Independent Director has resigned w.e.f. 13/12/2014 and Company is in process of appointing another Independent Director as per Clause 49 of the Listing Agreement.

\* Relevant information/disclosures will be made in the next Annual Report for the Financial Year 2014-15.

\$ No material transaction as per Clause 49 of the Listing Agreement has been transacted during the quarter ended December, 2014.

# Relevant Certification has been placed in the Board Meeting held on 28th May, 2014 for the adoption of the Annual Accounts for the financial year 2013-2014.



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