

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Dishman Carbogen Amcis Limited**
2. Quarter ending - **31-Mar-2019**
3. Script code Code/Symbol - **BSE: 540701; NSE: DCAL**

<b>I. Composition of Board of Directors</b>											
<b>T i t l e ( M r. / M s )</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>PAN</b>	<b>Category (Chairperson /Executive/Non-Executive/Independent/Nominee)</b>	<b>Sub Category</b>	<b>Date of Appointment</b>	<b>Date of cessation</b>	<b>Tenure</b>	<b>No of Directorship in listed entities including this listed entity</b>	<b>No of memberships in Audit/ Stakeholder Committee(s) including this listed entity</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity</b>
Mr.	Janmejy R. Vyas	00004730	AAGPV5002P	C,ED		01-Mar-2015			1	1	0
Mrs.	Deohooti J. Vyas	00004876	AAJPV5327Q	ED		03-Sep-2016			1	0	0
Mr.	Arpit J. Vyas	01540057	ADSPV7509A	ED	MD	01-Jun-2014			1	0	0
Mr.	Rajendra S. Shah	00061922	AEOPS0341G	ID		02-Apr-2015		60	3	1	2
Mr.	Sanjay S. Majmudar	00091305	AAPPM5037Q	ID		01-Apr-2014		60	5	6	3
Mr.	Ashok C. Gandhi	00022507	ABCPG5178J	ID		01-Apr-2014		60	5	7	1
Mr.	Subir Kumar Das	02237356	AALPD4981C	ID		15-Dec-2014		60	2	3	1
Mr.	Mark C. Griffiths	06981744	AVEPG0006D	NED		01-Sep-2014			1	0	0

<b>Company Remarks</b>	Note: 1. As required by Regulation 26(1) of SEBI (LODR) Regulations, 2015, the disclosure includes Membership and Chairmanship of Audit Committees and Stakeholders Relationship Committees in all public limited Companies (listed or unlisted)  2. During the quarter, Mr. Janmejy R. Vyas, Chairman; Managing Director of the Company has been stepped down from the role of Managing Director w.e.f. 18th February, 2019.
<b>Whether Permanent chairperson appointed</b>	Yes

**II. Composition of Committees**

<b>Audit Committee</b>					
<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>	<b>Appointment Date</b>	<b>Cessation Date</b>
1	Subir Kumar Das	ID	Member	17-Mar-2017	
2	Ashok C. Gandhi	ID	Member	17-Mar-2017	
3	Sanjay S. Majmudar	ID	Chairperson	17-Mar-2017	

Company Remarks	<p>Note:</p> <p>1. Mr. Subir Kumar Das has been appointed as an Independent Director pursuant to the Scheme of Arrangement and Amalgamation amongst the Company; Dishman Pharmaceuticals and Chemicals Ltd. (DPCL); Dishman Care Limited and their respective Shareholders &amp; Creditors (Scheme) sanctioned by Honble High Court of Gujarat vide order dated 16th December, 2016. As per the said Scheme, Directors of DPCL shall require to be appointed on the Board of the Company, hence, Mr. Subir Kumar Das has been appointed with his existing terms and conditions as approved by the Board of Directors and Shareholders of Amalgamating Company viz. DPCL i.e. w.e.f. 15th December, 2014 upon coming into effect of the said Scheme on 17th March, 2017 as well as in Committee(s) of the Board of Directors of the Company.</p> <p>2. Mr. Sanjay S. Majmudar has been appointed as an Independent Director pursuant to the Scheme of Arrangement and Amalgamation amongst the Company; Dishman Pharmaceuticals and Chemicals Ltd. (DPCL); Dishman Care Limited and their respective Shareholders &amp; Creditors (Scheme) sanctioned by Honble High Court of Gujarat vide order dated 16th December, 2016. As per the said Scheme, Directors of DPCL shall require to be appointed on the board of the Company, hence, Mr. Sanjay S. Majmudar has been appointed with his existing terms and conditions as approved by the Board of Directors and Shareholders of Amalgamating Company viz. DPCL i.e. w.e.f. 1st April, 2014 upon coming into effect of the said Scheme on 17th March, 2017 as well as in Committee(s) of the Board of Directors of the Company.</p> <p>3. Mr. Ashok C. Gandhi has been appointed as an Independent Director pursuant to the Scheme of Arrangement and Amalgamation amongst the Company; Dishman Pharmaceuticals and Chemicals Ltd. (DPCL); Dishman Care Limited and their respective Shareholders &amp; Creditors (Scheme) sanctioned by Honble High Court of Gujarat vide order dated 16th December, 2016. As per the said Scheme, Directors of DPCL shall require to be appointed on the board of the Company, hence, Mr. Ashok C. Gandhi has been appointed with his existing terms and conditions as approved by the Board of Directors and Shareholders of Amalgamating Company viz. DPCL i.e. w.e.f. 1st April, 2014 upon coming into effect of the said Scheme on 17th March, 2017 as well as in Committee(s) of the Board of Directors of the Company.</p>
Whether Permanent chairperson appointed	Yes

<b>Stakeholders Relationship Committee</b>					
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Janmejy R. Vyas	C,ED	Member	17-Mar-2017	
2	Ashok C. Gandhi	ID	Member	17-Mar-2017	
3	Sanjay S. Majmudar	ID	Chairperson	17-Mar-2017	

Company Remarks	<p>Note:</p> <p>1. Mr. Janmejy R. Vyas has been appointed as a Chairman &amp; Managing Director pursuant to the Scheme of Arrangement and Amalgamation amongst the Company; Dishman Pharmaceuticals and Chemicals Ltd. (DPCL); Dishman Care Limited and their respective Shareholders &amp; Creditors (Scheme) sanctioned by Honble High Court of Gujarat vide order dated 16th December, 2016. As per the said Scheme, Directors of DPCL shall require to be appointed on the board of the Company, hence, Mr. Janmejy R. Vyas has been appointed with his existing terms and conditions as approved by the Board of Directors and Shareholders of Amalgamating Company viz. DPCL i.e. w.e.f. 1st March, 2015 upon coming into effect of the said Scheme on 17th March, 2017 as well as in Committee(s) of the Board of Directors of the Company.</p> <p>2. Mr. Ashok C. Gandhi has been appointed as an Independent Director pursuant to the Scheme of Arrangement and Amalgamation amongst the Company; Dishman Pharmaceuticals and Chemicals Ltd. (DPCL); Dishman Care Limited and their respective Shareholders &amp; Creditors (Scheme) sanctioned by Honble High Court of Gujarat vide order dated 16th December, 2016. As per the said Scheme, Directors of DPCL shall require to be appointed on the board of the Company, hence, Mr. Ashok C. Gandhi has been appointed with his existing terms and conditions as approved by the Board of Directors and Shareholders of Amalgamating Company viz. DPCL i.e. w.e.f. 1st April, 2014 upon coming into effect of the said Scheme on 17th March, 2017 as well as in Committee(s) of the Board of Directors of the Company.</p> <p>3. Mr. Sanjay S. Majmudar has been appointed as an Independent Director pursuant to the Scheme of Arrangement and Amalgamation amongst the Company; Dishman Pharmaceuticals and Chemicals Ltd. (DPCL); Dishman Care Limited and their respective Shareholders &amp; Creditors (Scheme) sanctioned by Honble High Court of Gujarat vide order dated 16th December, 2016. As per the said Scheme, Directors of DPCL shall require to be appointed on the board of the Company, hence, Mr. Sanjay S. Majmudar has been appointed with his existing terms and conditions as approved by the Board of Directors and Shareholders of Amalgamating Company viz. DPCL i.e. w.e.f. 1st April, 2014 upon coming into effect of the said Scheme on 17th March, 2017 as well as in Committee(s) of the Board of Directors of the Company.</p>
Whether Permanent chairperson appointed	Yes

<b>Risk Management Committee</b>					
Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Harshil Dalal	Member	Member	23-Jan-2019	
2	Arpit J. Vyas	ED	Member	23-Jan-2019	
3	Janmejy R. Vyas	C,ED	Chairperson	23-Jan-2019	

Company Remarks	As per the amendment made to Regulation 21 of SEBI (LODR) Regulations, 2015 vide SEBI Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th may, 2018, now top 500 (previously it was 100) listed entities, determined on the basis of market capitalisation, as at the end of the immediate previous financial year constitute; Risk Management Committee on or before 1st April, 2019 AND the Company is fall under the criteria of top 500 listed entities, determined on the
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	basis of market capitalisation, as at the end of the immediate previous financial year i.e. 31st March, 2018. Accordingly, the Company has constituted Risk Management Committee on its Board Meeting held on 23rd January, 2019.
Whether Permanent chairperson appointed	Yes

<b>Nomination and Remuneration Committee</b>					
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Subir Kumar Das	ID	Member	17-Mar-2017	
2	Ashok C. Gandhi	ID	Member	17-Mar-2017	
3	Sanjay S. Majmudar	ID	Chairperson	17-Mar-2017	

Company Remarks	<p>Note:</p> <p>1. Mr. Subir Kumar Das has been appointed as an Independent Director pursuant to the Scheme of Arrangement and Amalgamation amongst the Company; Dishman Pharmaceuticals and Chemicals Ltd. (DPCL); Dishman Care Limited and their respective Shareholders &amp; Creditors (Scheme) sanctioned by Honble High Court of Gujarat vide order dated 16th December, 2016. As per the said Scheme, Directors of DPCL shall require to be appointed on the Board of the Company, hence, Mr. Subir Kumar Das has been appointed with his existing terms and conditions as approved by the Board of Directors and Shareholders of Amalgamating Company viz. DPCL i.e. w.e.f. 15th December, 2014 upon coming into effect of the said Scheme on 17th March, 2017 as well as in Committee(s) of the Board of Directors of the Company.</p> <p>2. Mr. Ashok C. Gandhi has been appointed as an Independent Director pursuant to the Scheme of Arrangement and Amalgamation amongst the Company; Dishman Pharmaceuticals and Chemicals Ltd. (DPCL); Dishman Care Limited and their respective Shareholders &amp; Creditors (Scheme) sanctioned by Honble High Court of Gujarat vide order dated 16th December, 2016. As per the said Scheme, Directors of DPCL shall require to be appointed on the board of the Company, hence, Mr. Ashok C. Gandhi has been appointed with his existing terms and conditions as approved by the Board of Directors and Shareholders of Amalgamating Company viz. DPCL i.e. w.e.f. 1st April, 2014 upon coming into effect of the said Scheme on 17th March, 2017 as well as in Committee(s) of the Board of Directors of the Company.</p> <p>3. Mr. Sanjay S. Majmudar has been appointed as an Independent Director pursuant to the Scheme of Arrangement and Amalgamation amongst the Company; Dishman Pharmaceuticals and Chemicals Ltd. (DPCL); Dishman Care Limited and their respective Shareholders &amp; Creditors (Scheme) sanctioned by Honble High Court of Gujarat vide order dated 16th December, 2016. As per the said Scheme, Directors of DPCL shall require to be appointed on the board of the Company, hence, Mr. Sanjay S. Majmudar has been appointed with his existing terms and conditions as approved by the Board of Directors and Shareholders of Amalgamating Company viz. DPCL i.e. w.e.f. 1st April, 2014 upon coming into effect of the said Scheme on 17th March, 2017 as well as in Committee(s) of the Board of Directors of the Company.</p>
Whether Permanent chairperson appointed	Yes

<b>II. Meeting of Board of Directors</b>	
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>
01-Nov-2018	23-Jan-2019
28-Nov-2018	30-Mar-2019

Maximum gap between any two consecutive (in number of days)	65
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<b>IV. Meeting of Committees</b>				
<b>Name of the Committee</b>	<b>Date(s) of meeting during of the committee in the previous quarter</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Requirement of Quorum met (details)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>
Audit Committee	01-Nov-2018			Yes
Audit Committee	28-Nov-2018	23-Jan-2019	3	Yes
Stakeholders Relationship Committee	01-Nov-2018	23-Jan-2019	3	Yes
Nomination & Remuneration Committee	28-Nov-2018	30-Mar-2019	3	Yes

Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	55
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<b>V. Related Party Transactions</b>		
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	<p>No material transactions as per Regulation 23 of SEBI (LODR), 2015 have been transacted during the quarter ended 31st March, 2019;</p> <p>However, as an abundant caution and as a proactive measure, the Company has obtained approval of members by passing; Ordinary Resolutions through Postal Ballot on 6th February, 2019 to approve (i) Related Party Transactions with Dishman Biotech Limited and (ii) Related Party Transactions with Azafran Innovacion Limited .</p>
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## 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:

**Name** : **SHRIMA DAVE**  
**Designation** : **Company Secretary & Compliance Officer**

## ANNEXURE II

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

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>	<b>Website</b>
Details of business	Yes		<a href="https://www.dishmangroup.com/aboutus.asp">https://www.dishmangroup.com/aboutus.asp</a>
Terms and conditions of appointment of independent directors	Yes		<a href="https://www.dishmangroup.com/investor-relations.asp">https://www.dishmangroup.com/investor-relations.asp</a>
Composition of various committees of board of directors	Yes		<a href="https://www.dishmangroup.com/investor-relations.asp">https://www.dishmangroup.com/investor-relations.asp</a>
Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.dishmangroup.com/investor-relations.asp">https://www.dishmangroup.com/investor-relations.asp</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.dishmangroup.com/investor-relations.asp">https://www.dishmangroup.com/investor-relations.asp</a>
Criteria of making payments to non-executive directors	Yes		<a href="https://www.dishmangroup.com/investor-relations.asp">https://www.dishmangroup.com/investor-relations.asp</a>
Policy on dealing with related party transactions	Yes		<a href="https://www.dishmangroup.com/investor-relations.asp">https://www.dishmangroup.com/investor-relations.asp</a>
Policy for determining 'material' subsidiaries	Yes		<a href="https://www.dishmangroup.com/investor-relations.asp">https://www.dishmangroup.com/investor-relations.asp</a>
Details of familiarization programs imparted to independent directors	Yes		<a href="https://www.dishmangroup.com/investor-relations.asp">https://www.dishmangroup.com/investor-relations.asp</a>
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.dishmangroup.com/investor-relations.asp">https://www.dishmangroup.com/investor-relations.asp</a>
email address for grievance redressal and other relevant details	Yes		<a href="https://www.dishmangroup.com/investor-relations.asp">https://www.dishmangroup.com/investor-relations.asp</a>
Financial results	Yes		<a href="https://www.dishmangroup.com/investor-relations.asp">https://www.dishmangroup.com/investor-relations.asp</a>

Shareholding pattern	Yes		<a href="https://www.dishmangroup.com/investor-relations.asp">https://www.dishmangroup.com/investor-relations.asp</a>
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		
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>
<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 &amp; 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 &amp; 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) &	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 &amp; 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	

<b>Other Information</b>	As per the amendment made to Regulation 21 of SEBI (LODR) Regulations, 2015 vide SEBI Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th may, 2018, now top 500 (previously it was 100) listed entities, determined on the basis of market capitalisation, as at the end of the immediate previous financial year constitute&nbsp; Risk Management Committee on or before 1st April, 2019 AND the Company is fall under the criteria of top 500 listed entities, determined on the basis of market capitalisation, as at the end of the immediate previous financial year i.e. 31st March, 2018. Accordingly, the Company has constituted Risk Management Committee on its Board Meeting held on 23rd January, 2019.
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### 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**

<b>Other Information</b>	
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**Name** : **SHRIMA DAVE**  
**Designation** : **Company Secretary & Compliance Officer**