

Corporate Governance: Quarter ending: March 2020

ANNEXURE I

1. Name of Listed Entity - **Glenmark Pharmaceuticals Limited**
 2. Quarter ending - **31-March-2020**

I. Composition of Board of Directors													
Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson/ Executive / Non-Executive / Independent/Nominee)	Date Of Birth	Whether Special Resolution passed? [Refer Reg. 17(1A) of Listing Regulation]	Date of passing Special Resolution	Initial Date of Appointment	Date Of Reappointment	Tenure of director (in months)	No of Directorship in listed entities including this listed entity	No of Independent Directors 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 entity including this listed entity
Mrs.	Blanche E Saldanha	00007671	NED	04-07-1940	Yes	28-09-2018	14-08-2009	14-08-2009	-	1	0	0	0
Mr.	Glenn Saldanha	00050607	C & ED	26-11-1969	NA	-	12-10-1998	16-05-2017	-	1	0	0	0
Mrs.	Cherylann Pinto	00111844	ED	16-01-1967	NA	-	16-05-2007	16-05-2017	-	1	0	1	0
Mr.	Julio Francis Ribeiro	00047630	ID	05-05-1929	Yes	28-09-2018	26-08-1999	01-04-2019	12	1	1	0	2
Mr.	Rajesh V Desai	00007960	NED	14-07-1958	NA	-	16-05-2002	01-04-2017	-	1	0	1	0
Mr.	V.S. Mani	01082878	ED	20-10-1964	NA	-	29-05-2018	29-05-2018	-	1	0	0	0
Mr.	Sridhar Gorthi	00035824	ID	31-07-1972	NA	-	26-04-2005	01-04-2019	12	2	2	2	0
Mr.	Devendra Raj Mehta	01067895	ID	25-06-1937	Yes	28-09-2018	14-08-2009	01-04-2019	12	4	4	3	1
Mr.	Dr. Brian W Tempest	00101235	ID	13-06-1947	Yes	28-09-2018	30-01-2012	01-04-2019	12	1	1	0	0
Mr.	Bernard H Munos	05198283	ID	29-05-1950	NA	-	30-01-2012	01-04-2019	12	1	1	0	0
Mr.	Milind Sarwate	00109854	ID	23-09-1959	NA	-	29-10-2015	29-10-2015	53	5	5	7	3
Mrs.	Sona Saira Ramasastry	08398547	ID	28-10-1975	NA	-	01-04-2019	01-04-2019	12	1	1	0	0

II. Composition of Committees

Audit Committee				
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Date of Appointment</i>
1	Julio Francis Ribeiro	ID	Chairperson	05-02-2001
2	Sridhar Gorthi	ID	Member	26-04-2005
3	Milind Sarwate	ID	Member	29-10-2015
4	Rajesh V. Desai	NED	Member	13-08-2019

Stakeholders Relationship Committee				
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Date of Appointment</i>
1	Julio Francis Ribeiro	ID	Chairperson	10-04-2002
2	Cherylann Pinto	ED	Member	27-01-2009
3	Devendra Raj Mehta	ID	Member	06-04-2015
4	Milind Sarwate	ID	Member	29-10-2015

Risk Management Committee				
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Date of Appointment</i>
1	Glenn Saldanha	C & ED	Chairperson	30-10-2014
2	Rajesh V Desai	NED	Member	30-10-2014
3	Devendra Raj Mehta	ID	Member	06-04-2015
4	V.S. Mani	ED	Member	14-02-2019

Nomination and Remuneration Committee				
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Date of Appointment</i>
1	Glenn Saldanha	C & ED	Member	31-12-1999
2	Julio Francis Ribeiro	ID	Chairperson	31-12-1999
3	Sridhar Gorthi	ID	Member	23-01-2007
4	Devendra Raj Mehta	ID	Member	06-04-2015
5	Milind Sarwate	ID	Member	29-10-2015

Corporate Social Responsibility Committee				
Sr. No.	Name of the Director	Category	Chairperson/Membership	Date of Appointment
1	Cherylann Pinto	ED	Chairperson	07-05-2013
2	Sridhar Gorthi	ID	Member	07-05-2013
3	Rajesh V. Desai	NED	Member	24-07-2014

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>
14-November-2019	21-January-2020	67
	14-February-2020	23

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>
Audit Committee	21-January-2020	Yes	13-November-2019	92
Audit Committee	14-February-2020	Yes		
Nomination and Remuneration Committee	14-February-2020	Yes	14-November-2019	
Stakeholders Relationship Committee	14-February-2020	Yes	14-November-2019	
Risk Management Committee	14-February-2020	Yes	14-November-2019	
CSR Committee	14-February-2020	Yes	14-November-2019	

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
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. - **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) - **Yes**
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: No Comments

**Annexure II
Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1B)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
23	Meeting of Risk Management Committee	21(3A)	Yes
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	NA
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes

30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	NA
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	Yes
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

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

Sr	Item	Compliance status (Yes/No/NA)
1	Details of business	Yes
2	Terms and conditions of appointment of independent directors	Yes
3	Composition of various committees of board of directors	Yes
4	Code of conduct of board of directors and senior management personnel	Yes
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
6	Criteria of making payments to non-executive directors	Yes
7	Policy on dealing with related party transactions	Yes
8	Policy for determining 'material' subsidiaries	Yes
9	Details of familiarization programmes imparted to independent directors	Yes
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
11	email address for grievance redressal and other relevant details	Yes
12	Financial results	Yes
13	Shareholding pattern	Yes
14	Details of agreements entered into with the media companies and/or their associates	NA

15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes
16	New name and the old name of the listed entity	NA
17	Advertisements as per regulation 47 (1)	Yes
18	Credit rating or revision in credit rating obtained	Yes
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
21	Materiality Policy as per Regulation 30	Yes
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes
23	It is certified that these contents on the website of the listed entity are correct	Yes

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Sd/-

Name : Harish Kuber
Designation : **Company Secretary & Compliance Office**