

ANNEXURE I

1. Name of Listed Entity - **Glenmark Pharmaceuticals Limited**

2. Quarter ending - **31-March-2018**

| I. Composition of Board of Directors | | | | | | | | | |
|--------------------------------------|-----------------------|----------|--|------------------------|----------------------|--------|---|---|--|
| Title (Mr./ Ms) | Name of the Director | DIN | Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) | Date of Appointment | Date of cessation | Tenure | No of Directorship 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 |
| Mrs. | Blanche E Saldanha | 00007641 | NED | 25-Jul-2014 | | | 1 | 0 | 0 |
| Mr. | Glenn Saldanha | 00050007 | C & ED | 16-May-2012 | | | 1 | 0 | 0 |
| Mrs. | Cherylann Pinto | 00111844 | ED | 16-May-2012 | | | 1 | 1 | 0 |
| Mr. | Julio Francis Ribeiro | 00047630 | ID | 01-Apr-2014 | | 5 | 1 | 2 | 2 |
| Mr. | Rajesh V Desai | 00050838 | NED | 01-April-2017 | | | 1 | 0 | 0 |
| Mr. | Murali Neelakantan | 02453014 | ED | 11-May-2017 | | | 2 | 0 | 0 |
| Mr. | Sridhar Gorthi | 00035824 | ID | 01-Apr-2014 | | 5 | 2 | 2 | 0 |
| Mr. | Devendra Raj Mehta | 01067895 | ID | 01-Apr-2014 | | 5 | 4 | 3 | 1 |
| Mr. | Dr. Brian W Tempest | 00101235 | ID | 01-Apr-2014 | | 5 | 2 | 3 | 1 |
| Mr. | Bernard H Munos | 05198283 | ID | 01-Apr-2014 | | 5 | 1 | 0 | 0 |
| Mr. | Milind Sarwate | 00109854 | ID | 29-Oct-2015 | | 5 | 5 | 9 | 3 |



II. Composition of Committees

| Audit Committee | | | |
|------------------------|-----------------------------|-----------------|-------------------------------|
| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> |
| 1 | Julio Francis Ribeiro | ID | Chairperson |
| 2 | Sridhar Gorthi | ID | Member |
| 3 | Milind Sarwate | ID | Member |

| Stakeholders Relationship Committee | | | |
|--|-----------------------------|-----------------|-------------------------------|
| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> |
| 1 | Cherylann Pinto | ED | Member |
| 2 | Julio Francis Ribeiro | ID | Chairperson |
| 3 | Devendra Raj Mehta | ID | Member |
| 4 | Milind Sarwate | ID | Member |

| Risk Management Committee | | | |
|----------------------------------|-----------------------------|-----------------|-------------------------------|
| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> |
| 1 | Glenn Saldanha | C & ED | Chairperson |
| 2 | Rajesh V Desai | ED | Member |
| 3 | Devendra Raj Mehta | ID | Member |

| Nomination and Remuneration Committee | | | |
|--|-----------------------------|-----------------|-------------------------------|
| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> |
| 1 | Glenn Saldanha | C & ED | Member |
| 2 | Julio Francis Ribeiro | ID | Chairperson |
| 3 | Sridhar Gorthi | ID | Member |
| 4 | Devendra Raj Mehta | ID | Member |
| 5 | Milind Sarwate | ID | Member |

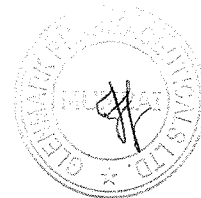


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2. Quarter ending - **31-March-2018**

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|--------------------------------------|-----------------------|----------|--|---------------------|-------------------|--------|--|---|--|
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| Mrs. | Blanche E Saldanha | 00007641 | NED | 25-Jul-2014 | | | 1 | 0 | 0 |
| Mr. | Glenn Saldanha | 00050007 | C & ED | 16-May-2012 | | | 1 | 0 | 0 |
| Mrs. | Cherylann Pinto | 00111844 | ED | 16-May-2012 | | | 1 | 1 | 0 |
| Mr. | Julio Francis Ribeiro | 00047630 | ID | 01-Apr-2014 | | 5 | 1 | 2 | 2 |
| Mr. | Rajesh V Desai | 00050838 | NED | 01-April-2017 | | | 1 | 0 | 0 |
| Mr. | Murali Neelakantan | 02453014 | ED | 11-May-2017 | | | 2 | 0 | 0 |
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| Mr. | Bernard H Munos | 05198283 | ID | 01-Apr-2014 | | 5 | 1 | 0 | 0 |
| Mr. | Milind Sarwate | 00109854 | ID | 29-Oct-2015 | | 5 | 5 | 9 | 3 |



| 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> |
| 02-Nov-2017 | 08-Feb-2018 | 97 |

| 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 | 01-Feb-2018 | Yes | 01-Nov-2017 | 97 |
| Nomination and Remuneration Committee | 02-Feb-2018 | Yes | 02-Nov-2017 | |
| Stakeholders Relationship Committee | 02-Feb-2018 | Yes | 02-Nov-2017 | |

| 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 | Not Applicable |
| 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:

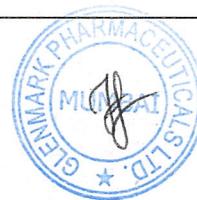
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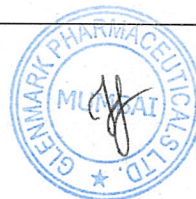
ANNEXURE II

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 | 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 |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| Board composition | 17(1) | Yes |
| Meeting of Board of directors | 17(2) | Yes |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |
| Code of Conduct | 17(5) | Yes |
| Fees/compensation | 17(6) | Yes |
| Minimum Information | 17(7) | Yes |
| Compliance Certificate | 17(8) | Yes |
| Risk Assessment & Management | 17(9) | Yes |
| Performance Evaluation of Independent Directors | 17(10) | Yes |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of nomination & remuneration committee | 19(1) & (2) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | Yes |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1),(5),(6),(7) & (8) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |
| Approval for material related party transactions | 23(4) | Not Applicable |



| | | |
|---|-------------------------|----------------|
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Not Applicable |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non- Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 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 : Harish Kuber
Designation : Company Secretary & Compliance Office

