

## ANNEXURE I

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

1. Name of Listed Entity - **Glenmark Pharmaceuticals Limited**
2. Quarter ending - **31-March-2017**

#### 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			0	0	0
Mr.	Glenn Saldanha	00050607	C & ED	16-May-2012			0	0	0
Mrs.	Cherylann Pinto	00111844	ED	16-May-2012			0	1	0
Mr.	Julio Francis Ribeiro	00047630	ID	01-Apr-2014		5	1	2	2
Mr.	Rajesh V Desai	00050838	ED	09-Nov-2016			0	0	0
Mr.	Sridhar Gorthi	00035824	ID	01-Apr-2014		5	2	1	0
Mr.	Devendra Raj Mehta	01067895	ID	01-Apr-2014		5	4	2	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	4	9	2

#### II. Composition of Committees

##### Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Julio Francis Ribeiro	ID	Chairperson
2	Sridhar Gorthi	ID	Member
3	Milind Sarwate	ID	Member

##### Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Cherylann Pinto	ED	Member
2	Julio Francis Ribeiro	ID	Chairperson
3	Devendra Raj Mehta	ID	Member
4	Milind Sarwate	ID	Member



<b>Risk Management Committee</b>			
<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

<b>Nomination and Remuneration Committee</b>			
<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

<b>III. Meeting of Board of Directors</b>		
<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>
27-Oct-2016	02-Feb-2017	97

<b>IV. Meeting of Committees</b>				
<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-2017	Yes	26-Oct-2016	97
Nomination and Remuneration Committee	02-Feb-2017	Yes	27-Oct-2016	
Stakeholders Relationship Committee	02-Feb-2017	Yes	27-Oct-2016	

<b>V. Related Party Transactions</b>	
<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

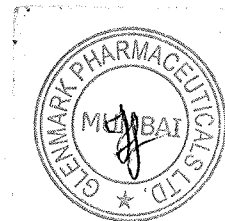


**VI. Affirmations**

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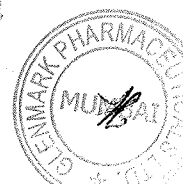
**Name** : **Harish Kuber**  
**Designation** : **Company Secretary & Compliance officer**



## 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>		
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 investor grievances	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	
<b>II Annual Affirmations</b>		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
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

