



**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Ref.: (i) Symbol – DISHMAN (ii) Series – EQ

Name of the Company: DISHMAN PHARMACEUTICALS AND CHEMICALS LTD.

Quarter ending on: 31<sup>st</sup> March, 2012

| Particulars  | Clause of Listing Agreement | Compliance Status (Yes/No/N.A.) | Remarks |
|--|-----------------------------|---------------------------------|---------|
| 1  | 2                           | 3                               | 4       |
| <b>I. Board of Directors</b>   | 49 I                        | Yes                             | --      |
| (A) Composition of Board   | 49 (IA)                     | Yes                             | --      |
| (B) Non-executive Directors' compensation & disclosures                  | 49 (IB)                     | Yes                             | *       |
| (C) Other provisions as to Board and Committees                          | 49 (IC)                     | Yes                             | --      |
| (D) Code of Conduct  | 49 (ID)                     | Yes                             | --      |
| <b>II. Audit Committee</b>   | 49 (II)                     | Yes                             | --      |
| (A) Qualified & Independent Audit Committee                              | 49 (IIA)                    | Yes                             | --      |
| (B) Meeting of Audit Committee   | 49 (IIB)                    | Yes                             | --      |
| (C) Powers of Audit Committee  | 49 (IIC)                    | Yes                             | --      |
| (D) Role of Audit Committee  | 49 (IID)                    | Yes                             | --      |
| (E) Review of Information by Audit Committee                             | 49 (IIE)                    | Yes                             | --      |
| <b>III. Subsidiary Companies</b>   | 49 (III)                    | N.A.                            | --      |
| <b>IV. Disclosures</b>   | 49 (IV)                     | Yes                             | --      |
| (A) Basis of related party transactions                                  | 49 (IV A)                   | Yes                             | --      |
| (B) Disclosure of Accounting Treatment                                   | 49 (IV B)                   | Yes                             | --      |
| (C) Board Disclosures  | 49 (IV C)                   | Yes                             | --      |
| (D) Proceeds from Public issues, rights issues, preferential issues etc. | 49 (IV D)                   | N.A.                            | --      |
| (E) Remuneration of Directors  | 49 (IV E)                   | -                               | *       |
| (F) Management   | 49 (IV F)                   | -                               | *       |
| (G) Shareholders   | 49(IV G)                    | Yes                             | @       |
| <b>V. CEO/CFO Certification</b>  | 49 (V)                      | -                               | #       |
| <b>VI. Report on Corporate Governance</b>                                | 49 (VI)                     | -                               | *       |
| <b>VII. Compliance</b>   | 49 (VII)                    | -                               | *       |

**Remarks:**

\* Relevant information/disclosures has been made in last Annual Report for the financial year 2010-2011 and also will be disclosed/complied in the next Annual Report for the financial year 2011-2012.

@ Requirement of clause 49IV (G) (i) will be complied with at the forthcoming Annual General Meeting.

# Will be complied with at the forth coming Board Meeting for adoption of annual accounts for the financial year 2011-12.

Dishman Pharmaceuticals and Chemicals Limited

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