

Corporate Governance: Quarter ending: March 2024

ANNEXURE I

1. Name of Listed Entity - **GLENMARK LIFE SCIENCES LIMITED**

2. Quarter ending - **31-MARCH-2024**

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	Date of Resignation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairpersons in Audit/stakeholder committee held in listed entity including this listed entity
Mr.	Glenn Saldanha	00050607	NED	26-11-1969	NA	-	06-07-2018	26-09-2023	06-03-2024	-	2	0	0	0
Mr.	V.S. Mani	01082878	NED	20-10-1964	NA	-	06-07-2018	06-07-2018	06-03-2024	-	2	0	1	0
Mr.	Hiren Patel	00145149	Chairman	29-07-1973	NA	-	06-03-2024	06-03-2024	-	-	2	0	0	0
Mr.	Dr. Yasir Rawjee	01965174	ED	25-12-1965	NA	-	13-08-2019	13-08-2019	-	-	1	0	1	0
Mr.	Vinod Naik	03635487	ED	03-09-1963	NA	-	21-10-2022	-	-	-	1	0	0	0
Mr.	Kaushikbhai N Patel	00145086	ID	02-12-1955	NA	-	06-03-2024	06-03-2024	-	01	2	1	4	3
Mr.	Vijaykumar Shah	00376570	ID	11-09-1952	NA	-	06-03-2024	06-03-2024	-	01	3	3	3	1
Mr.	Sridhar Gorthi	00035824	ID	31-10-1972	NA	-	30-10-2020	30-10-2020	06-03-2024	40	5	5	5	1
Mrs.	Manju Agarwal	06921105	ID	30-12-1957	NA	-	30-10-2020	30-10-2020	-	41	3	3	7	4
Mr.	Taruvai Laxminarayanan Easwar	03135959	ID	11-08-1959	NA	-	08-01-2021	08-01-2021	-	39	1	1	2	1
Ms.	Gita Nayyar	07128438	ID	11-10-1963	NA	-	17-02-2021	17-02-2021	-	38	4	4	5	2

Note: Mr. Glenn Saldanha ceased to be a Chairman and Board Member from closing of business hours on 6 March, 2024; Mr. V.S. Mani ceased to be a Non-Executive (Non-Independent) Director from closing of business hours on 6th March, 2024 and Mr. Sridhar Gorthi ceased to be an Independent Director of the Company effective from close of business hours on 6th March, 2024 and the details of Directorship, Committee Membership/Chairmanship provided for them are as on 6th March 2024(before the close of business hours).

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>	<i>Date of Resignation</i>
1	Mr. Kaushikbhai Patel	Additional ID	Chairperson	06-03-2024	NA
1	Mrs. Manju Agarwal	ID	Member	23-02-2021	NA
2	Mr. Sridhar Gorthi	ID	Member	23-02-2021	06-03-2024
3	Mr. V.S. Mani	NED	Member	23-02-2021	06-03-2024
4	Mr. Taruvai Laxminarayan Easwar	ID	Member	20-10-2023	NA
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>	<i>Date of Resignation</i>
1	Mr. Taruvai Laxminarayanan Easwar	ID	Chairperson	23-02-2021	NA
2	Dr. Yasir Rawjee	ED	Member	23-02-2021	NA
3	Mrs. Manju Agarwal	ID	Member	23-02-2021	NA
4	Mr. Vijaykumar Shah	Additional ID	Member	06-03-2024	NA
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>	<i>Date of Resignation</i>
1	Mr. Kaushikbhai Patel	Additional ID	Chairperson	06-03-2024	NA
2	Mr. Hiren Patel	NED	Member	06-03-2024	NA
3	Mr. Sridhar Gorthi	ID	Chairperson	23-02-2021	06-03-2024
4	Mr. Glenn Saldanha	NED	Member	23-02-2021	06-03-2024
5	Ms. Gita Nayyar	ID	Member	23-02-2021	NA
Corporate Social Responsibility Committee					
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/ Membership</i>	<i>Date of Appointment</i>	<i>Date of Resignation</i>
1	Mr. Sridhar Gorthi	ID	Chairperson	23-02-2021	06-03-2024
2	Mr. Kaushikbhai Patel	Additional ID	Chairperson	06-03-2024	NA
2	Dr. Yasir Rawjee	ED	Member	13-08-2019	NA
3	Mr. V.S.Mani	NED	Member	13-08-2019	06-03-2024
4	Ms. Gita Nayyar	ID	Member	23-02-2021	06-03-2024
5	Mr. Vijaykumar Shah	Additional ID	Member	06-03-2024	NA

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>	<i>Date of Resignation</i>
1	Mr. V.S.Mani	NED	Chairperson	25-03-2022	06-03-2024
2	Mr. Vijaykumar Shah	Additional ID	Chairperson	06-03-2024	NA
2	Dr. Yasir Rawjee	ED	Member	25-03-2022	NA
3	Mr. Sridhar Gorthi	ID	Member	25-03-2022	06-03-2024
4	Mr. Taruvai Laxminarayanan Easwar	ID	Member	25-03-2022	NA

Note: Mrs. Manju Agarwal was Chairperson of the Audit Committee upto 06.03.2024.

III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</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>
09-10-2023 20-10-2023	- 10	23-01-2024 06-03-2024 12-03-2024	94 42 5

IV. Meeting of Committees

<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Maximum gap between any two consecutive(in number of days)</i>
Audit Committee	20-10-2023	Yes	23-01-2024	94
Nomination and remuneration Committee	-	Yes	02-03-2024 06-03-2024	- 3
Risk Management Committee	19-10-2023	Yes	-	-
CSR Committee		Yes	22-01-2024	-

Stakeholder Relationship Committee	20-10-2023	Yes	22-01-2024	93
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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	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Details of Cyber Security Incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the Quarter	No
Date of event	Brief of details of event
Not Applicable	Not Applicable

VII. 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 500 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: **NA**

VIII. Additional Half Yearly Disclosure: NOT APPLICABLE

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below		
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:		
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Not Applicable	
Promoter Group or any other entity controlled by them		
Directors (including relatives or any other entity controlled by them)		
KMPs or any other entity controlled by them		

(B) Any guarantee/comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with Any loan(s) or any other form of debt			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			

Directors (including relatives) or any other entity controlled by them	Not Applicable
KMPs or any other entity controlled by them	

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(D) Additional Information			
II. Affirmations:			
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. - Not Applicable			

Annexure II 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	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes
17	New name and the old name of the listed entity	Yes
18	Advertisements as per regulation 47 (1)	Yes
19	Credit rating or revision in credit rating obtained	Yes
20	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA
21	Secretarial Compliance report	Yes
22	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
23	Materiality Policy as per Regulation 30(4)	Yes
24	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes
25	It is certified that these contents on the website of the listed entity are correct	Yes
26	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes
27	Disclosures under regulation 30(8)	Yes
28	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes
29	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes

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	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
21	Role of Nomination and Remuneration Committee	19(4)	Yes
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
24	Role of Stakeholders Relationship Committee	20(4)	Yes
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
26	Meeting of Risk Management Committee	21(3A)	Yes
27	Quorum of Risk Management Committee meeting	21(3B)	Yes
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes
29	Vigil Mechanism	22	Yes
30	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
32	Approval for material related party transactions	23(4)	Yes
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
36	Alternate Director to Independent Director	25(1)	NA
37	Maximum Tenure	25(2)	Yes
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA
39	Meeting of independent directors	25(3) & (4)	Yes
40	Familiarization of independent directors	25(7)	Yes
41	Declaration from Independent Director	25(8) & (9)	Yes

41	D & O Insurance for Independent Directors	25(10)	Yes
42	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes
43	Memberships in Committees	26(1)	Yes
44	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
45	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
48	Vacancies in respect Key Managerial Personnel	26A(1)& 26A(2)	NA

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	NA

Sd/-

Name : Rudalf Corriea
Designation : Company Secretary & Compliance Officer