



Dhanuka Agritech Limited

ONLINE

May 14, 2020

The Manager (Listing)
Bombay Stock Exchange Limited
P J Towers
Dalal Street
Mumbai-400 001
Scrip Code: 507717

The Manager (Listing)
National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex, Mumbai-400051
Symbol: DHANUKA

Subject: Corporate Governance Report for the quarter and year ended 31st March, 2020.

Dear Sir,

In terms of Regulation 27(2) of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, please find enclosed Corporate Governance Report for the quarter and year ended 31st March, 2020.

We hope you will find same in order.

Thanking you,

Yours faithfully

For Dhanuka Agritech Ltd.

S/d

Jitin Sadana

Company Secretary

Mobile No. 9810504866

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - %companyName%
2. Quarter ending - %quarterEnded%

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorships in listed entities including this listed entity	No. of Independent Directorships in listed entities including this listed entity	No. of memberships in Audit / Stakeholder Committee(s) including his listed entity	No. of posts of Chairperson / Audit / Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Ram Gopal Agarwal	00627386	AAA PA0605M	C & ED		10-Mar-1992	01-Nov-2017		29	30-Jul-1949	NA		2	0	0	0		
Mr.	Mahendra Kumar Dhanuka	00628039	AAD PD9888L	ED	MD	13-Feb-1985	14-Aug-2019		7	02-Jan-1954	NA		1	0	1	0	AC	
Mr.	Arun Kumar Dhanuka	00627425	AAF PD3685B	ED		23-May-2007	01-Aug-2018		20	14-May-1957	NA		1	0	0	0		
Mr.	Rahul Dhanuka	00150140	AAD PD2150P	ED		28-Jan-2002	01-May-2017		35	04-Apr-1975	NA		1	0	1	0	SC	
Mr.	Mridul Dhanuka	00199441	A FE PD9167L	ED		23-May-2011	24-May-2016		45	20-Oct-1980	NA		2	0	0	0		

Mr.	Priya Brat	0004 1859	AAG PB31 23K	ID		28- Oct- 2002	20- May- 2019		10	26- Aug- 1935	Yes	19- Dec- 2018	3	3	2	2	AC,NR C	
Mr.	Indresh Narain	0050 1297	AAE PN13 11K	ID		23- May- 2007	20- May- 2019		10	09- Nov- 1944	Yes	19- Dec- 2018	1	1	1	1	AC,SC	
Mr.	Sachin Kumar Bhartiya	0212 2147	AEZ PB49 77L	ID		09- Feb- 2016	09- Feb- 2016		50	01- Mar- 1978	NA		1	1	1	0	AC,NR C	
Mr.	Vinod Kumar Jain	0118 5937	AAA PJ19 84G	ID		24- Mar- 2005	20- May- 2019		10	02- Aug- 1949	NA		1	1	1	0	AC	
Mr.	Ashish Saraf	0776 7324	AAX PS22 38M	ED		24- Mar- 2017	24- Mar- 2017		36	19- Jun- 1970	NA		1	0	0	0		
Mr.	Sanjay Saxena	0125 7965	AAS PS90 43B	ID		22- May- 2018	22- May- 2018		22	06- Feb- 1966	NA		1	1	1	0	SC,NR C	
Mr.	Bajrang Lal Bajaj	0004 1909	ABJP B963 0P	ID		21- May- 2019	21- May- 2019		10	15- Sep- 1965	NA		1	1	0	0		
Mr.	Harsh Dhanuka	0019 9516	AFB PD63 72C	ED		21- May- 2019	21- May- 2019		10	13- Apr- 1983	NA		1	0	0	0	SC	
Mrs.	Namrata Gupta	0835 8673	AEV PG85 46C	ID		21- May- 2019	21- May- 2019		10	12- May- 1971	NA		1	1	0	0		

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Priya Brat	ID	Chairperson	20-May-2014	
2	Mahendra Kumar Dhanuka	ED	Member	24-May-2016	
3	Sachin Kumar Bhartiya	ID	Member	09-Feb-2016	
4	Vinod Kumar Jain	ID	Member	20-May-2014	
5	Indresh Narain	ID	Member	30-Jul-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Indresh Narain	ID	Chairperson	20-May-2014	
2	Rahul Dhanuka	ED	Member	20-May-2014	
3	Sanjay Saxena	ID	Member	10-Aug-2018	
4	Harsh Dhanuka	ED	Member	13-Feb-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Priya Brat	ID	Chairperson	20-May-2014	
2	Sachin Kumar Bhartiya	ID	Member	09-Feb-2016	
3	Sanjay Saxena	ID	Member	12-Feb-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. **Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
08-Nov-2019	13-Feb-2020	Yes	10	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	96

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	08-Nov-2019		Yes	4	3
Audit Committee		13-Feb-2020	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	96

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</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	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosures requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosures 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) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosures 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 disclosures requirements) Regulations, 2015. - **Yes**
5.
 - a. This report and/or the reports 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:

%affirmComments%

Name : %affirmName%
Designation : %affirmDesignation%

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	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.dhanuka.com
Terms and conditions of appointment	Yes		www.dhanuka.com
Composition of various committees of	Yes		www.dhanuka.com
Code of conduct of board of	Yes		www.dhanuka.com
Details of establishment of vigil mechanism/	Yes		www.dhanuka.com
Criteria of making payments to non-	Yes		www.dhanuka.com
Policy on dealing with related party	Yes		www.dhanuka.com
Policy for determining 'material' subsidiaries	Not		
Details of familiarization programs imparted	Yes		www.dhanuka.com
Email address for grievance redressal and other relevant details entity who are	Yes		www.dhanuka.com
Contact information of the designated	Yes		www.dhanuka.com
Financial results	Yes		www.dhanuka.com
Shareholding pattern	Yes		www.dhanuka.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		www.dhanuka.com
New name and the old name of the listed	Yes		www.dhanuka.com
Advertisements as per regulation 47 (1)	Yes		www.dhanuka.com
Credit rating or revision in credit rating	Yes		www.dhanuka.com
Separate audited financial statements of	Yes		www.dhanuka.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.dhanuka.com
Materiality Policy as per Regulation 30	Yes		www.dhanuka.com
Dividend Distribution policy as per	Yes		www.dhanuka.com
It is certified that these contents on the	Yes		www.dhanuka.com
II Annual Affirmations			

Particulars	Regulation Number	Compliances status	Company Remark
Independent director(s) have been appointed in terms of specified criteria of 'independence' and Board composition	16(1)(b) & 25(6)	Yes	
Meeting of Board of directors	17(1), 17(1A) & 17(1B)	Yes	
Quorum of Board meeting	17(2)	Yes	
Review of Compliance Reports	17(2A)	Yes	
Plans for orderly succession for appointments	17(3)	Yes	
Code of Conduct	17(4)	Yes	
Fees/compensation	17(5)	Yes	
Minimum Information	17(6)	Yes	
Compliance Certificate	17(7)	Yes	
Risk Assessment & Management	17(8)	Yes	
Performance Evaluation of Independent Directors	17(9)	Yes	
Recommendation of Board	17(10)	Yes	
Maximum number of directorship	17(11)	Yes	
Composition of Audit Committee	17A	Yes	
Meeting of Audit Committee	18(1)	Yes	
Composition of nomination & remuneration committee	18(2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(1) & (2)	Yes	
Meeting of nomination & remuneration committee	19(2A)	Yes	
Composition of Stakeholder Relationship Committee	19(3A)	Yes	
Meeting of stakeholder relationship committee	20(1), 20(2) and 20(2A)	Yes	
Composition and role of risk management committee	20(3A)	Yes	
Meeting of Risk Management Committee	21(1), (2), (3), (4)	Not Applicable	
	22	Not Applicable	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1), (1A), (5), (6)	Yes	

<i>Prior or Omnibus approval of Audit Committee for all</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2), (3), (4), (5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent</i>	25(10)	Not Applicable	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligation of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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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**

Other Information	
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Name : Mr Jitin Sadana
Designation : Company Secretary & Compliance Officer