



AN ISO 9001 : 2015 COMPANY

# *Dhanuka Agritech Limited*



Online

Date: October 3, 2018

**Listing Department**  
**National Stock Exchange of India Limited**  
**Exchange Plaza,**  
**Plot No. C/1, G. Block,**  
**Bandra- Kurla Complex,**  
**Bandra East, Mumbai-400 051**

**Corporate Relationship Department**  
**Bombay Stock Exchange of India Ltd.**  
**1<sup>st</sup> Floor New Trading, Rotunda Building,**  
**P J Towers, Dalal Street Fort,**  
**Mumbai- 400 001**

**Scrip Code: 507717**

**Ref: Symbol- DHANUKA**

**Sub: Corporate Governance Report for the quarter ended 30<sup>th</sup> September, 2018**

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 half year ended 30<sup>th</sup> September, 2018.

We hope you will find same in order.

Thanking You,  
Yours faithfully,

**For Dhanuka Agritech Limited**

  
**Jyoti Verma**  
**Company Secretary /Compliance Officer**  
**FCS-7210**

Encl: a/a

**ANNEXURE I****Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Dhanuka Agritech Limited**  
2. Quarter ending - **30-Sep-2018**

**I. Composition of Board of Directors**

Title (Mr./ Ms)	Name of the Director	DIN	PAN	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 members 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
Mr.	Indresh Narain	00501297	AAEPN1311K	ID	20-May-2014		52	1	1	1
Mr.	Sachin Kumar Bhartiya	02122147	AEZPB4977L	ID	09-Feb-2016		31	3	1	0
Mr.	Ram Gopal Agarwal	00627386	AAAP0605M	C & ED	01-Nov-2017		11	1	0	0
Mr.	Mahendra Kumar Dhanuka	00628039	AA DP D9888L	ED	14-Aug-2014		49	1	1	0
Mr.	Arun Kumar	00627425	AAF PD3685B	ED	01-Aug-2018		2	1	0	0

	Dhanuka									
Mr.	Rahul Dhanuka	00150140	AA DP D21 50P	ED	01-May-2017		17	1	1	0
Mr.	Mridul Dhanuka	00199441	AFE PD9 167 L	ED	24-May-2016		28	1	0	0
Mr.	Priya Brat	00041859	AA GPB 312 3K	ID	20-May-2014		52	3	2	2
Mr.	Vinod Kumar Jain	01185937	AA APJ 198 4G	ID	20-May-2014		52	1	1	0
Mrs.	Asha Mundra	00394215	AHE PM 500 2H	ID	20-May-2014		52	1	1	0
Mr.	Om Prakash Khetan	06883433	AAI PK4 775 C	ID	20-May-2014		52	1	0	0
Mr.	Sanjay Saxena	01257965	AAS PS9 043 B	ID	22-May-2018		4	1	1	0
Mr.	Ashish Saraf	07767324	AAX PS2 238 M	ED	24-Mar-2017		18	1	0	0

## II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Vinod Kumar Jain	ID	Member
2	Indresh Narain	ID	Member
3	Mahendra Kumar Dhanuka	ED	Member
4	Sachin Kumar Bhartiya	ID	Member
5	Priya Brat	ID	Chairperson

Stakeholders Relationship Committee
-------------------------------------



Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Rahul Dhanuka	ED	Member
2	Indresh Narain	ID	Chairperson
3	Asha Mundra	ID	Member
4	Sanjay Saxena	ID	Member

Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Sachin Kumar Bhartiya	ID	Member
2	Om Prakash Khetan	ID	Member
3	Priya Brat	ID	Chairperson

### 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	Maximum gap between any two consecutive (in number of days)
22-May-2018	10-Aug-2018	79

### IV. Meeting of Committees

Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	10-Aug-2018	5	22-May-2018	79
Stakeholders Relationship Committee	10-Aug-2018	3	22-May-2018	

### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
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

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee - **Yes**
  - 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 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:

Name :   
Designation : **Ms. Jyoti Verma**  
**Company Secretary & Compliance Office**

### ANNEXURE III

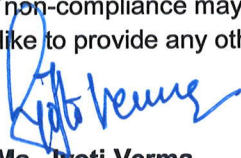
#### Affirmations

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes

Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
--	--------------------------------------	-----

**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**Name :**   
**Designation :** **Ms. Jyoti Verma**  
**Company Secretary & Compliance Office**