



Dhanuka Agritech Limited

AN ISO 9001 : 2008 COMPANY

Online

Date: April 03, 2019

**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.
1st 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 and year ended 31st March, 2019

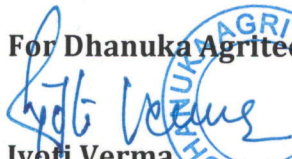
Dear Sir,

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, 2019.

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

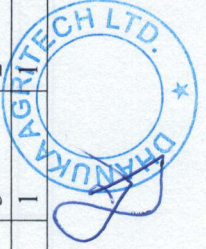
ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Dhanuka Agritech Limited
2. Quarter ending - 31-Mar-2019

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	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	Members hip in Committee of the Company
Mr.	Indresh Narain	00501297	AAEPN1311K	ID		20-May-2014		58	1	1	1	AC,SC
Mr.	Sachin Kumar Bhartiya	02122147	AEZPB4977L	ID		09-Feb-2016		37	1	1	0	AC,NRC
Mr.	Ram Gopal Agarwal	00627386	AAAPPA0605M	C & ED		01-Nov-2017		17	1	0	0	NA
Mr.	Mahendra Kumar Dhanuka	00628039	AADPD9888L	ED	MD	14-Aug-2014		55	1	1	0	AC
Mr.	Arun Kumar Dhanuka	00627425	AAFPD3685B	ED		01-Aug-2018		8	1	0	0	NA
Mr.	Rahul Dhanuka	00150140	AADPD2150P	ED		01-May-2017		23	1	1	0	SC
Mr.	Mridul Dhanuka	00199441	AFEPD9167L	ED		24-May-2016		34	1	0	0	NA
Mr.	Priya Brat Dhanuka	00041859	AAGPB3123K	ID		20-May-2014		58	3	2	2	AC,NRC
Mr.	Vinod	01185937	AAAPJ1984G	ID		20-May-2014		58	1	0	0	AC



Company Remarks			
Whether Permanent chairperson appointed	Yes		

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	Not Applicable to the Company				
Whether Permanent chairperson appointed	No				

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Priya Brat	ID	Chairperson	20-May-2014	
2	Om Prakash Khetan	ID	Member	20-May-2014	
3	Sachin Kumar Bhartiya	ID	Member	09-Feb-2016	

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
14-Nov-2018	12-Feb-2019

Company Remarks			
Maximum gap between any two consecutive (in number of days)	89		

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
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	quarter			
Audit Committee	14-Nov-2018	12-Feb-2019	4	Yes
Stakeholders Relationship Committee	14-Nov-2018	12-Feb-2019	3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	89

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
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	

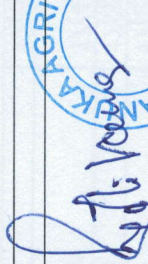
Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	Complied with the Annual Report of the Company.
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VI. Affirmations

- 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
 - Stakeholders relationship committee - Yes
 - Risk management committee (applicable to the top 100 listed entities) - Not applicable
- 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
- 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:



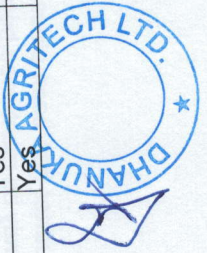
Ms. Jyoti Verma
Company Secretary & Compliance Officer



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
Details of business	Yes		www.dhanuka.com
Terms and conditions of appointment of	Yes		www.dhanuka.com
Composition of various committees of	Yes		www.dhanuka.com
Code of conduct of board of directors and	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	Yes		www.dhanuka.com
Details of familiarization programs imparted	Yes		www.dhanuka.com
Contact information of the	Yes		www.dhanuka.com
designated officials of the listed	Yes		www.dhanuka.com
email address for grievance redressal and	Yes		www.dhanuka.com
Financial results	Yes		www.dhanuka.com
Shareholding pattern	Yes		www.dhanuka.com
Details of agreements entered into	Yes		www.dhanuka.com
with the media companies and/or			
New name and the old name of the listed	Not		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
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)	Not Applicable	
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)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
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	

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. - **Not Applicable**

Other Information

Name
Designation

:

Jyoti Verma
Company Secretary

