



Dhanuka Agritech Limited

AN ISO 9001 : 2008 COMPANY

Online

Date: April 10, 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.
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, 2018

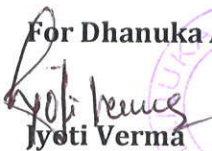
Dear Sir,

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 year ended 31st March, 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



Dhanuka Agritech Limited

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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-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 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
Mr.	Indresh Narain	00501297	AAEPN1311K	NED,ID	20-May-2014	19-May-2019	60	1	1	1
Mr.	Sachin Kumar Bhartiya	02122147	AEZPB4977L	NED,ID	09-Feb-2016	08-Feb-2021	60	3	1	0
Mr.	Ram Gopal Agarwal	00627386	AAAPA0605M	C & ED	01-Nov-2017	31-Oct-2022	60	1	0	0
Mr.	Mahendra Kumar Dhanuka	00628039	AAADPD9888L	ED	14-Aug-2014	13-Aug-2019	60	1	1	0
Mr.	Arun	00	AAF	ED	01-Aug-	31-	60	1	0	0



	Kumar Dhanuka	627425	PD3685B		2013	Jul-2018				
Mr.	Rahul Dhanuka	00150140	AA DP D21 50P	ED	01-May-2017	30-Apr-2022	60	1	1	0
Mr.	Mridul Dhanuka	00199441	AFE PD9 167 L	ED	23-May-2011	22-May-2016	60	1	0	0
Mr.	Priya Brat	00041859	AA GPB 312 3K	NED,ID	20-May-2014	19-May-2019	60	4	4	2
Mr.	Vinod Kumar Jain	01185937	AA APJ 198 4G	NED,ID	20-May-2014	19-May-2019	60	1	1	0
Mrs.	Asha Mundra	00394215	AHE PM 500 2H	NED,ID	20-May-2014	19-May-2019	60	1	1	0
Mr.	Om Prakash Khetan	06883433	AAI PK4 775 C	NED,ID	20-May-2014	19-May-2019	60	1	0	0
Mr.	Balvinder Singh Kalsi	00012784	AA APK 056 6H	NED,ID	10-Nov-2016	15-Feb-2018	15	1	1	0
Mr.	Ashish Saraf	07767324	AAX PS2 238 M	ED	24-Mar-2017	23-Mar-2022	60	1	0	0

II. Composition of Committees

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



Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Asha Mundra	NED,ID	Member
2	Indresh Narain	NED,ID	Chairperson
3	Rahul Dhanuka	ED	Member
4	Balvinder Singh Kalsi	NED,ID	Member

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

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

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</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>
13-Nov-2017	14-Feb-2018	92

IV. Meeting of Committees				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	14-Feb-2018	4	13-Nov-2017	92
Stakeholders Relationship Committee	14-Feb-2018	4	13-Nov-2017	

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	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

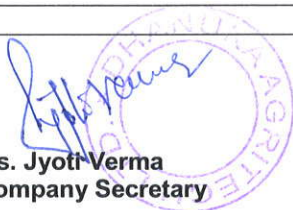
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**



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 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



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/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Not Applicable	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Yes	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
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)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
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

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**

Name : **Jyoti Verma**
Designation : **Company Secretary**

