



# *Dhanuka Agritech Limited*

AN ISO 9001 : 2008 COMPANY

Online

Date: October 3, 2016

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

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

Ref: Symbol- DHANUKA

Scrip Code: 507717

Sub: Corporate Governance Report as on 30<sup>th</sup> September, 2016

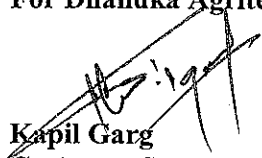
Dear Sir,

With reference to the captioned subject, please find enclosed herewith Compliance Report on Corporate Governance as per SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 for the quarter ended on 30<sup>th</sup> September, 2016.

We hope you will find the same in order.

Thanking You,  
Yours faithfully,

**For Dhanuka Agritech Limited**

  
**Kapil Garg**  
Company Secretary

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: 30<sup>th</sup> September, 2016

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN& DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directors in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Ram Gopal Agarwal	AAAPA0605M00627386	Chairperson-Executive Director	01.11.2012 to 31.10.2017	Five Years	0	0	0
Mr.	Mahendra Kumar Dhanuka	AADPD9888L00628039	Executive Director	14.08.2014 to 13.08.2019	Five Years	0	0	0
Mr.	Arun	AAFPD3685B	Executive	01.08.2013	Five	0	0	0

Corporate Office : 14th Floor, Building 5A, Cyber City, DLF Phase-III, Gurgaon-122002, Haryana, (India),  
Board : +91-124- 3838 500, Fax : +91-124- 3838 888, E-mail : headoffice@dhanuka.com, Website : www.dhanuka.com  
Registered Office : 82, Abhinash Mansion Joshi Road, Karol Bagh, New Delhi-110005, Ph. :+91 11 64656800-802

CIN: L24219DL1985PLC020126

	Kumar Dhanuka	00627425	Director	to 31.07.2018	Years			
Mr.	Rahul Dhanuka	AADPD2150P 00150140	Executive Director	01.05.2012 to 30.04.2017	Five Years	0	1	0
Mr.	Mridul Dhanuka	AFEPD9167L 00199441	Executive Director	24.05.2016 - 23.05.2021	Five Years	0	0	0
Mr.	Priya Brat	AAGPB3123K 00041859	Non-Executive-Independent Director	20.05.2014 to 19.05.2019	Five Years	4	6	2
Mr.	Indresh Narain	AAEPN1311K 00501297	Non-Executive-Independent Director	20.05.2014 to 19.05.2019	Five Years	1	3	1
Mr.	Sachin Kumar Bhartiya	AEZPB4977L 02122147	Non-Executive-Independent Director	09.02.2016 To 08.02.2021	Five Years	1	1	0
Mr.	Vinod Kumar Jain	AAAPJ1984G 01185937	Non-Executive-Independent Director	20.05.2014 to 19.05.2019	Five Years	1	1	0
Mrs.	Asha Mundra	AHEPM5002H 00394215	Non-Executive-Independent Director	20.05.2014 to 19.05.2019	Five Years	1	1	0
Mr.	Om Prakash Khetan	AAIPK4775C 06883433	Non-Executive-Independent Director	20.05.2014 to 19.05.2019	Five Years	1	0	0
Mr.	Kapil Garg	AGXPG5525F 07238984	Additional-Executive Director	09.02.2016 to Annual General Meeting of the	Upto the date of AGM	0	0	0

				Company				
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\$PAN number of any director would not be displayed on the website of Stock Exchange  
 &Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen  
 \* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Mr. Priya Brat	Chairman-Non-Executive-Independent
	Mr. Mahendra Kumar Dhanuka	Member-Executive
	Mr. Sachin Kumar Bhartiya	Member-Non-Executive-Independent
	Mr. Vinod Kumar Jain	Member-Non-Executive-Independent
	Mr. Indresh Narain	Member-Non-Executive-Independent
2. Nomination & Remuneration Committee	Mr. Priya Brat	Chairman-Non-Executive-Independent
	Mr. Sachin Kumar Bhartiya	Member-Non-Executive-Independent
	Mr. Om Prakash Khetan	Member-Non-Executive-Independent
3. Risk Management Committee(if applicable)	NA	NA
4. Stakeholders Relationship Committee	Mr. Indresh Narain	Chairman-Non-Executive-Independent
	Mr. Rahul Dhanuka	Member-Executive
	Mr. Asha Mundra	Member-Non-Executive-Independent

Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

## 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)
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24.05.2016	11.08.2016	of days)
		78 Days

#### IV. Meeting of Committees

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 meetings in number of days*	
Audit Committee	11.08.2016	Yes	24.05.2016	78 Days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

#### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)refer note below
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

#### 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.

#### VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
  - Risk management committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:



**Kapi Garg**  
**Company Secretary**

**Note:**

**Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.**

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</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.

  
Kapil Garg  
Company Secretary