



AN ISO 9001 : 2008 COMPANY

Dhanuka Agritech Limited

Online

Date: April 03, 2017

**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
1st 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 31st March, 2017

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 31st March, 2017.

We hope you will find the same in order.

Thanking You,
Yours faithfully,

For Dhanuka Agritech Limited


**Kapil Garg
Company Secretary**

Encl: a/a



Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: Dhanuka Agritech Limited

2. Quarter ending: 31st March, 2017

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN& DIN	Category (Chairperson/Executive/ Non-Executive/in dependent/Nominee) &	Date of Appointm ent in the current term /cessation	Tenure*	No of Direct orshi p in listed entitie s includ ing this listed entity (Refer Regul ation 25(1) of Listin g Regul ations)	Numbe r of membe rships in Audit/ Stakeho lder Commit tee(s) includin g this listed entity (Refer Regulat ion 26(1) of Listing Regulat ions)	No of post of Chairpe rson in Audit/ Stakeho lder Commit tee held in listed entities includin g this listed entity (Refer Regulat ion 26(1) of Listing Regulat ions)
Mr.	Ram Gopal Agarwal	AAAPA0605M 00627386	Chairperson- Executive Director	01.11.2012 to 31.10.2017	Five Years	0	0	0
Mr.	Mahendra Kumar Dhanuka	AADPD9888L 00628039	Executive Director	14.08.2014 to 13.08.2019	Five Years	0	0	0
Mr.	Arun Kumar Dhanuka	AAFPD3685B 00627425	Executive Director	01.08.2013 to 31.07.2018	Five Years	0	0	0
Mr.	Rahul Dhanuka	AADPD2150P 00150140	Executive Director	01.05.2012 to 30.04.2017	Five Years	0	1	0
Mr.	Mridul	AFEPD9167L	Executive	24.05.2016	Five Years	0	0	0

	Dhanuka	00199441	Director	to 23.05.2021				
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	2	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.	Balvinder Singh Kalsi	AAAPK0566H 00012784	Non- Executive Additional- Independent Director	10.11.2016 to Annual General Meeting of the Company	Upto the date of AGM	1	1	0
Mr.	Ashish Saraf	AAXPS2238M 07767324	Executive- Additional Director	24.03.2017 to Annual General	Upto the date of AGM	0	0	0

				Meeting of the 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
	Mr. Balvinder Singh Kalsi	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 of days)
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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	07.02.2017	Yes	10.11.2016	88 Days
Nomination and Remuneration Committee	24.03.2017	Yes	10.11.2016	133 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

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
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.
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.
5. 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:

Kapil 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.



Dhanuka Agritech Limited

AN ISO 9001 : 2008 COMPANY

Corporate Governance Report for the Quarter Ended on 31st March, 2017 of Dhanuka Agritech Limited

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)refer note below	
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	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 Affirmation		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 5(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)	Yes
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

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.

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.


Mr. Kapil Garg
Company Secretary