



**Compliance Report on Corporate Governance on Quarterly basis**

**Name of the Company: Dhampur Sugar Mills Limited**

**Quarter ending on: 30<sup>th</sup> September, 2016**

<b>I. Composition of Board of Directors</b>									
<b>Title (Shri / Ms)</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>PAN</b>	<b>Category (Chairperson /Executive/ Non-Executive/in dependent/ Nominee)&amp;</b>	<b>Date of Appointment in the current term /cessation</b>	<b>Tenure*</b>	<b>No of Directors hip in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)</b>	<b>No. of members hips in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
Shri	Mahesh Prasad Mehrotra	00016768	AAAPM2948M	Independent Director	26/09/2014	Independent Director since 06/07/1987 and Re-Appointed up to 25/09/2019 in A.G.M held on 26/09/2014.	5	1	2
Shri	Priya Brat	00041859	AAGPB3123K	Independent Director	26/09/2014	Independent Director since 31/07/2008 and Re-Appointed up to 25/09/2019 in A.G.M held on 26/09/2014.	4	4	2
Shri	Vijay Kumar Goel	00075317	AAUPG6819M	Chairman and Executive director	01/04/2015	---	2	0	0
Shri	Gaurav Goel	00076111	ADYPG0561H	Managing Director	01/04/2015	---	2	2	1



<b>II. Composition of Committees</b>			
	<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee)<sup>5</sup></b>
	1. Audit Committee	Shri M. P. Mehrotra, Chairman	Non- Executive Independent Director
		Shri Gaurav Goel	Managing Director
		Shri Priya Brat	Non- Executive Independent Director
		Shri A. K. Gupta	Non- Executive Independent Director
	2. Nomination & Remuneration Committee	Shri M. P. Mehrotra, Chairman	Non- Executive Independent Director
		Shri Priya Brat	Non- Executive Independent Director
		Shri Harish Saluja	Non- Executive Independent Director
		Shri A. K. Gupta	Non- Executive Independent Director
	3. Risk Management Committee - (if applicable) : Not applicable but voluntarily	Shri Gaurav Goel, Chairman	Managing Director
		Shri Ashwani K Gupta	Non- Executive Independent Director
		Shri Sandeep Sharma	Whole Time Director
	4. Stakeholders Relationship Committee'	Shri A. K. Gupta, Chairman	Non- Executive Independent Director
		Shri Priya Brat	Non- Executive Independent Director
		Shri Harish Saluja	Non- Executive Independent Director
	<b>5. CSR Committee</b>	Shri V.K Goel, Chairman	Chairman and Executive Director
		Shri Gaurav Goel	Managing Director
		Shri Ashwani K Gupta	Non- Executive Independent Director
	<sup>&amp;</sup> 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		
<b>III. Meeting of Board of Directors</b>			
	<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>
1	10.05.2016	05.08.2016	86
	14.04.2016		

<b>IV. Meeting of Committees</b>				
	<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 meetings in number of days*</i>
	05.08.2016	Yes, All members were present	10.05.2016	86
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional				
<b>V. Related Party Transactions</b>				
	<b>Subject</b>		<b>Compliance status (Yes/No/NA) refer note below</b>	
	Whether prior approval of audit committee obtained		<b>N.A</b>	
	Whether shareholder approval obtained for material RPT		<b>N.A</b>	
	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		<b>N.A</b>	
	<p><b>Note</b>  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.</p>			
<b>VI. Affirmations</b>				
	1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>YES</b> 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee : <b>YES</b> b. Nomination & remuneration committee : <b>YES</b> c. Stakeholders relationship committee : <b>YES</b> d. Risk management committee (applicable to the top 100 listed entities) <b>N.A</b> 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. <b>YES</b> 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. <b>YES</b> 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: N.A			
	<b>For Dhampur Sugar Mills Limited</b>  <b>Arhant Jain</b> <b>Executive President Finance &amp; Company Secretary</b>			

**Annexure III****Format to be submitted by listed Entity at the end of 6 Months after end of financial year alongwith second quarter report of next year**

<b>Affirmations</b>		
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</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)	Due to ill health, Mr. M.P Mehrotra, Chairman of Audit Committee was not present in the meeting, since he is in abroad for his treatment. However, Mr. Gaurav Goel , Managing Director and also the member of Audit Committee was present for answering shareholders query related to accounts.
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting.	19(3)	Due to ill health, Mr. M.P Mehrotra, Chairman of Nomination and Remuneration Committee was not present in the meeting, since he is in abroad for his treatment.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Note :</b> 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.		
<b>For Dhampur Sugar Mills Limited</b>  <b>Arhant Jain</b> <b>Executive President Finance &amp; Company Secretary</b>		