



Dhampur Sugar Mills Limited

241, Okhla Industrial Estate Phase-III New Delhi- 110020

Regd. Offc: Dhampur, District Bijnor (U.P.) 246761

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Email: investor@dhampur.com, CIN NO. L15249UP1933PLC000511

Compliance Report on Corporate Governance on Quarterly Basis for Quarter ending 31st March, 2020

i. Composition Of Board Of Director

T i t l e	Name of the Director	DIN	PAN	Ca te go ry	Su b Ca te go ry	Initial Date of Appoint ment	Date of Appointm ent	Da te of ce ss ati on	Ten ure	Date of Birth	Whe ther spe cial reso luti on pas sed?	Date of passing special resolution	No. of Direct orship in listed entitie s includ ing this listed entity	No of Indepen dent Direct orship in listed entitie s includ ing this listed entity	No of memb ership s in Audit/ Stakeh older Comm ittee(s) includ ing this listed entity	No of post of Chair perso n in Audit / Stake holde r Com mitte e held in listed entiti es	Mem bersh ip in Com mitte es of the Com pany	R e m a r k s
Mr.	Vijay Kumar Goel	00075317	AAUPG6819M	C & ED		19-Aug-1960	01-Apr-2017		36	09-Nov-1940	NA		2	1	0	0		
Mr.	Ashok Kumar Goel	00076553	AGYPG1248E	ED		15-Mar-1969	01-Apr-2017		36	01-May-1946	NA		1	0	0	0		
Mr.	Gaurav Goel	00076111	ADYPG0561H	ED	MD	04-Apr-2007	01-Apr-2017		36	24-Sep-1973	NA		2	1	3	0	AC,RC	
Mr.	Gautam Goel	00076326	ADYPG0564C	ED	MD	26-Apr-1994	01-Apr-2017		36	15-Feb-1974	NA		1	0	0	0		
Mr.	Sandeep Kumar Sharma	06906510	ANYPS0675G	ED		23-Jun-2014	01-Apr-2017		36	08-Jun-1958	NA		1	0	1	0	SC,RC	
Mr.	Mahesh Prasad Mehrotra	00016768	AAAPM2948M	ID		06-Jul-1987	02-Sep-2019		60	26-Sep-1940	Yes	30-Aug-2018	4	2	2	2	AC,NRC	

Mr.	Priya Brat	00041859	AAGPB3123K	ID		13-Dec-2002	02-Sep-2019		24	26-Aug-1935	Yes	30-Aug-2018	3	3	2	2	AC,SC,NRC
Mr.	Ashwani Kumar Gupta	00108678	ACDPG9749B	ID		25-Aug-1989	02-Sep-2019		60	25-Aug-1954	NA		2	2	2	1	AC,SC,R C,NRC
Mr.	Harish Saluja	01233800	AOOPS8621K	ID		15-Sep-1980	02-Sep-2019		12	25-Dec-1938	Yes	30-Aug-2018	1	1	1	0	SC,NRC
Mr.	Rahul Bedi	02573535	AADPB0091K	ID		28-Sep-1992	02-Sep-2019		12	12-Feb-1952	NA		1	1	0	0	
Ms.	Nandita Chaturvedi	07015079	AMKPC4747Q	ID		12-Nov-2014	11-Sep-2015		60	12-May-1948	NA		1	1	0	0	
Mr.	Mahendar	08190074	ABFPM0343N	NED,ND		07-Aug-2018	07-Aug-2018			07-May-1966	NA		1	0	0	0	

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mahesh Prasad Mehrotra	ID	Chairperson	29-Dec-2000	
2	Gaurav Goel	ED	Member	27-May-2015	
3	Priya Brat	ID	Member	31-Jul-2008	
4	Ashwani Kumar Gupta	ID	Member	31-Dec-2001	

Company Remarks	.Risk Management Committee is not required to be made mandatorily. But the same has been made voluntarily.
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ashwani Kumar Gupta	ID	Chairperson	31-Dec-2001	
2	Harish Saluja	ID	Member	31-Dec-2001	
3	Priya Brat	ID	Member	31-Jul-2008	
4	Sandeep Kumar Sharma	ED	Member	31-Oct-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Gaurav Goel	ED	Chairperson	12-Nov-2014	
2	Ashwani Kumar Gupta	ID	Member	12-Nov-2014	
3	Sandeep Kumar Sharma	ED	Member	12-Nov-2014	
Company Remarks					
Whether Permanent chairperson appointed		Yes			

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mahesh Prasad Mehrotra	ID	Chairperson	31-Dec-2001	
2	Priya Brat	ID	Member	31-Jul-2008	
3	Harish Saluja	ID	Member	31-Dec-2001	
4	Ashwani Kumar Gupta	ID	Member	31-Dec-2001	

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
11-Nov-2019	03-Feb-2020	Yes	12	6

Company Remarks	
Maximum gap between any two consecutive (in number of days)	83

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	11-Nov-2019		Yes	4	3
Audit Committee		03-Feb-2020	Yes	4	3
Stakeholders Relationship Committee	11-Nov-2019		Yes	4	3
Stakeholders Relationship Committee		03-Feb-2020	Yes	4	3
Nomination & Remuneration Committee			Yes	4	4
Nomination & Remuneration Committee		03-Feb-2020	Yes	4	4

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	83

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	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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: Nil

Name : **Aparna Goel**
Designation : **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 (Yes/No/)	Company Rem	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.dhampur.com
Terms and conditions of appointment of independent directors	Yes		www.dhampur.com
Composition of various committees of board of directors	Yes		www.dhampur.com
Code of conduct of board of directors and senior management personnel	Yes		www.dhampur.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.dhampur.com
Criteria of making payments to non-executive directors	Yes		www.dhampur.com
Policy on dealing with related party transactions	Yes		www.dhampur.com
Policy for determining 'material' subsidiaries	Yes		www.dhampur.com
Details of familiarization programs imparted to independent directors	Yes		www.dhampur.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		www.dhampur.com
Contact information of the designated officials of the listed entity who are responsible for assisting and	Yes		www.dhampur.com
Financial results	Yes		www.dhampur.com
Shareholding pattern	Yes		www.dhampur.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.dhampur.com
New name and the old name of the listed entity	Not		
Advertisements as per regulation 47 (1)	Yes		www.dhampur.com
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		www.dhampur.com
Separate audited financial statements of each subsidiary of the listed entity in respect of a	Yes		www.dhampur.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.dhampur.com
Materiality Policy as per Regulation 30	Yes		www.dhampur.com
Dividend Distribution policy as per Regulation 43A (as applicable)	Not		
It is certified that these contents on the website of the listed entity are correct.	Yes		www.dhampur.com
II Annual Affirmations			

Particulars	Regulation Number	Compliance status (Yes/No/NA)	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), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	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	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
Meeting of Risk Management Committee	22	Not Applicable	
Vigil Mechanism	22	Yes	

Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Not Applicable	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
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	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Yes	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent	25(10)	Not Applicable	
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.

- Yes

Other Information	
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Name : **Aparna Goel**
Designation : **Company Secretary & Compliance Officer**