



**Dhampur Sugar Mills Limited**

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

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

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**Compliance Report on Corporate Governance on Quarterly Basis for Quarter ending 31<sup>st</sup> March, 2021**

**i. Composition of Board of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent 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	Membership in Committees of the Company	Remarks
Mr.	Vijay Kumar Goel	00075317	AAUPG6819M	C & ED		19-Aug-1960	01-Apr-2020		36	09-Nov-1940	NA		2	1	0	0		
Mr.	Ashok Kumar Goel	00076553	AGYPG1248E	ED		15-Mar-1969	01-Apr-2020		36	01-May-1946	NA		1	0	0	0		
Mr.	Gaurav	0007	AD	ED	MD	04-	01-		36	24-Sep-	NA		2	1	3	0	AC,RC	

	Goel	6111	YP G05 61H			Apr- 2007	Apr- 2020			1973								
Mr.	Gautam Goel	0007 6326	AD YP G05 64C	ED	MD	26- Apr- 1994	01- Apr- 2020		36	15-Feb- 1974	NA		1	0	1	0		AC,RC
Mr.	Sandee p Kumar Sharma	0690 6510	AN YP S06 75G	ED		23- Jun- 2014	01- Apr- 2020		36	08-Jun- 1958	NA		1	0	1	0		SC,RC
Mr.	Mahesh Prasad Mehrot ra	0001 6768	AA AP M2 948 M	ID		06- Jul- 1987	02- Sep- 2019		60	26-Sep- 1940	Yes	30- Aug- 2018	4	2	2	3		AC,NRC
Mr.	Priya Brat	0004 1859	AA GP B31 23K	ID		13- Dec- 2002	02- Sep- 2019		24	26- Aug- 1935	Yes	30- Aug- 2018	3	3	2	2		AC,SC,N RC
Mr.	Ashwa ni Kumar Gupta	0010 8678	AC DP G97 49B	ID		25- Aug- 1989	02- Sep- 2019		60	25- Aug- 1954	NA		2	2	2	1		AC,SC,R C,NRC
Ms.	Nandita Chatur vedi	0701 5079	AM KP C47 47Q	ID		12- Nov- 2014	10- Sep- 2020		60	12- May- 1948	NA		1	1	0	0		
Mr.	Yashw ardhan Poddar	0000 8749	AF UP P56 90N	ID		30- Jul- 2020	30- Jul- 2020		60	01- Apr- 1958	NA		1	1	2	0		AC,SC
Mr.	Satpal Kumar Arora	0006 1420	AA OP A59 16B	ID		30- Jul- 2020	30- Jul- 2020		60	30- May- 1950	NA		3	3	0	0		NRC

Company Remarks	
Whether Permanent	Yes

chairperson appointed	
Whether Chairperson is related to MD or CEO	Yes

**ii. Composition of Committees**

**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Mahesh Prasad Mehrotra	ID	Chairperson	29-Dec-2000	
2	Gaurav Goel	ED	Member	27-May-2015	
3	Gautam Goel	ED	Member	02-Feb-2021	
4	Ashwani Kumar Gupta	ID	Member	31-Dec-2001	
5	Priya Brat	ID	Member	31-Jul-2008	
6	Yashwardhan Poddar	ID	Member	02-Feb-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Ashwani Kumar Gupta	ID	Chairperson	31-Dec-2001	
2	Sandeep Kumar Sharma	ED	Member	31-Oct-2018	
3	Priya Brat	ID	Member	31-Jul-2008	
4	Yashwardhan Poddar	ID	Member	06-Nov-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Gaurav Goel	ED	Chairperson	12-Nov-2014	
2	Gautam Goel	ED	Member	02-Feb-2021	

3	Ashwani Kumar Gupta	ID	Member	12-Nov-2014	
4	Sandeep Kumar Sharma	ED	Member	12-Nov-2014	

Company Remarks	
Whether Permanent chairperson appointed	

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Mahesh Prasad Mehrotra	ID	Chairperson	31-Dec-2001	
2	Priya Brat	ID	Member	31-Jul-2008	
3	Ashwani Kumar Gupta	ID	Member	31-Dec-2001	
4	Satpal Kumar Arora	ID	Member	06-Nov-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>
06-Nov-2020	02-Feb-2021	Yes	11	6
23-Dec-2020	27-Mar-2021	Yes	10	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	52

**iv. Meeting of Committees**

<b>Name of the Committee</b>	<b>Date(s) of meeting during</b>	<b>Date(s) of meeting of the</b>	<b>Whether requirement</b>	<b>Number of Directors</b>	<b>Number of independent</b>
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	<b>of the committee in the previous quarter</b>	<b>committee in the relevant quarter</b>	<b>of Quorum met (Yes/No)</b>	<b>present</b>	<b>directors present</b>
Audit Committee	06-Nov-2020		Yes	4	3
Audit Committee		02-Feb-2021	Yes	4	3
Nomination & Remuneration Committee		02-Feb-2021	Yes	4	4
Stakeholders Relationship Committee		02-Feb-2021	Yes	4	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	87

**v. Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</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	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:

<b>Comments</b>
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**Name** : **Aparna Goel**  
**Designation** : **Company Secretary and Compliance Officer**

## ANNEXURE II

### Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<i>Item</i>	<i>Compliance status</i>	Company Remark	Website
<b>As per regulation 46(2) of the LODR:</b>			
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	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	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	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	Yes		www.dhampur.com
Separate audited financial statements of each subsidiary of the listed	Yes		www.dhampur.com
<b>As per other regulations of the LODR:</b>			
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	Yes		www.dhampur.com
<b>II Annual Affirmations</b>			

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	<i>16(1)(b) &amp; 25(6)</i>	Yes	
<i>Board composition</i>	<i>17(1), 17(1A) &amp; 17(1B)</i>	Yes	
<i>Meeting of Board of directors</i>	<i>17(2)</i>	Yes	
<i>Quorum of Board meeting</i>	<i>17(2A)</i>	Yes	
<i>Review of Compliance Reports</i>	<i>17(3)</i>	Yes	
<i>Plans for orderly succession for appointments</i>	<i>17(4)</i>	Yes	
<i>Code of Conduct</i>	<i>17(5)</i>	Yes	
<i>Fees/compensation</i>	<i>17(6)</i>	Yes	
<i>Minimum Information</i>	<i>17(7)</i>	Yes	
<i>Compliance Certificate</i>	<i>17(8)</i>	Yes	
<i>Risk Assessment &amp; Management</i>	<i>17(9)</i>	Yes	
<i>Performance Evaluation of Independent Directors</i>	<i>17(10)</i>	Yes	
<i>Recommendation of Board</i>	<i>17(11)</i>	Yes	
<i>Maximum number of directorship</i>	<i>17A</i>	Yes	
<i>Composition of Audit Committee</i>	<i>18(1)</i>	Yes	
<i>Meeting of Audit Committee</i>	<i>18(2)</i>	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	<i>19(1) &amp; (2)</i>	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	<i>19(2A)</i>	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	<i>19(3A)</i>	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	<i>20(1), 20(2) and 20(2A)</i>	Yes	
<i>Meeting of stakeholder relationship committee</i>	<i>20(3A)</i>	Yes	
<i>Composition and role of risk management committee</i>	<i>21(1),(2),(3),(4)</i>	Not Applicable	
<i>Meeting of Risk Management Committee</i>	<i>22</i>	Not Applicable	
<i>Vigil Mechanism</i>	<i>22</i>	Yes	



<i>Policy for related party Transaction</i>	23(1),(1A),(5),(	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D &amp; O Insurance for Independent Directors</i>	25(10)	Not Applicable	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

<b>Other Information</b>	
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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**

<b>Other Information</b>	
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**Name** : **Aparna Goel**  
**Designation** : **Company Secretary & Compliance Officer**