

**General information about company**

Scrip code	507717
NSE Symbol	DHANUKA
MSEI Symbol	NOTLISTED
ISIN	INE435G01025
Name of the entity	DHANUKA AGRITECH LIMITED
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory												Textual Information(1)				
Wether the listed entity has a Regular Chairperson												Yes				
Whether Chairperson is related to MD or CEO												Yes				
PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)	
AAAPA0605M	00627386	Executive Director	Chairperson		30-07-1949	NA		10-03-1992	01-11-2017		41	2	0	0	0	
AADPD9888L	00628039	Executive Director	Not Applicable	MD	02-01-1954	NA		13-02-1985	14-08-2019		19	1	0	1	0	
AAFPD3685B	00627425	Executive Director	Not Applicable		14-05-1957	NA		23-05-2007	01-08-2018		23	2	0	1	0	
AADPD2150P	00150140	Executive Director	Not Applicable		04-04-1975	NA		28-01-2002	01-05-2017		47	1	0	1	0	

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Wether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number members in Auc Stakeho Committ including listed en (Refer Regulat 26(1) of Listing Regulati
5	Mr	Mridul Dhanuka	AFEPD9167L	00199441	Non-Executive - Non Independent Director	Not Applicable		20-10-1980	NA		23-05-2011	24-05-2016		59	2	0	1
6	Mr	Priya Brat	AAAGPB3123K	00041859	Non-Executive - Independent Director	Not Applicable		26-08-1935	Yes	19-12-2018	28-10-2002	20-05-2019		22	3	3	2
7	Mr	Sachin Kumar Bhartiya	AEZPB4977L	02122147	Non-Executive - Independent Director	Not Applicable		01-03-1978	NA		09-02-2016	09-02-2021		62	2	1	1
8	Mr	Vinod Kumar Jain	AAAPJ1984G	01185937	Non-Executive - Independent Director	Not Applicable		02-08-1949	NA		24-03-2005	20-05-2019		22	1	1	1

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Wether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number member in Au Stakeholder Commit including listed entities (Refer Regulation 26(1) of Listing Regulations)
9	Mr	Ashish Saraf	AAXPS2238M	07767324	Executive Director	Not Applicable		19-06-1970	NA		24-03-2017	24-03-2017		48	1	0	0
10	Mr	Sanjay Saxena	AASPS9043B	01257965	Non-Executive - Independent Director	Not Applicable		06-02-1966	NA		22-05-2018	22-05-2018		34	1	1	0
11	Mr	Bajrang Lal Bajaj	ABJPB9630P	00041909	Non-Executive - Independent Director	Not Applicable		15-09-1965	NA		21-05-2019	21-05-2019		22	1	1	0
12	Mr	Harsh Dhanuka	AFBPD6372C	00199516	Executive Director	Not Applicable		13-04-1983	NA		21-05-2019	21-05-2019		22	1	0	1

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Wether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg 17(LA) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of members in A Stakeholder Comm included listed (Refer Regulation 26(1) of Listing Regulations)
13	Ms	Namrata Gupta	AEVPG8546C	08358673	Non-Executive - Independent Director	Not Applicable		12-05-1971	NA		21-05-2019	21-05-2019		22	1	1	1
14	Mr	Siraj Azmat Chaudhary	AAEPC7659K	00161853	Non-Executive - Independent Director	Not Applicable		08-01-1967	NA		22-07-2020	22-07-2020		9	3	3	3

**Text Block**

Textual Information(1)

Row No 07: Mr Sachin Kumar Bhartiya, has been re-appointed as an Independent Director at Annual General Meeting of the Company held on 15.09.2020 w.e.f 09.02.2021.

Therefore, we take Date of Reappointment:09.02.2021

<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

**Annexure 1 Text Block**

Textual Information(1)

Mr VK Bansal, Cheif Financial Officer is also a member of Risk Management Committee w.e.f 10.06.2020.



Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00041859	Priya Brat	Non-Executive - Independent Director	Chairperson	20-05-2014		
2	00628039	Mahendra Kumar Dhanuka	Executive Director	Member	24-05-2016		
3	02122147	Sachin Kumar Bhartiya	Non-Executive - Independent Director	Member	09-02-2016		
4	01185937	Vinod Kumar Jain	Non-Executive - Independent Director	Member	20-05-2014		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00041859	Priya Brat	Non-Executive - Independent Director	Chairperson	20-05-2014		
2	02122147	Sachin Kumar Bhartiya	Non-Executive - Independent Director	Member	09-02-2016		
3	01257965	Sanjay Saxena	Non-Executive - Independent Director	Member	12-02-2019		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01257965	Sanjay Saxena	Non-Executive - Independent Director	Chairperson	10-08-2018		
2	00150140	Rahul Dhanuka	Executive Director	Member	20-05-2014		
3	00199516	Harsh Dhanuka	Executive Director	Member	13-02-2020		
4	08358673	Namrata Gupta	Non-Executive - Independent Director	Member	10-06-2020		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00150140	Rahul Dhanuka	Executive Director	Chairperson	10-06-2020		
2	00199516	Harsh Dhanuka	Executive Director	Member	10-06-2020		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00627386	Ram Gopal Agarwal	Executive Director	Chairperson	06-02-2014		
2	00627425	Arun Kumar Dhanuka	Executive Director	Member	06-02-2014		
3	00041909	Bajrang Lal Bajaj	Non-Executive - Independent Director	Member	10-06-2020		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	30-10-2020				Yes	14	7
2		02-02-2021	94		Yes	14	7

## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	30-10-2020				Yes	3	2
2	Stakeholders Relationship Committee	30-10-2020				Yes	4	2
3	Audit Committee	02-02-2021				Yes	3	2
4	Nomination and remuneration committee	02-02-2021				Yes	2	2
5	Corporate Social Responsibility Committee	02-02-2021				Yes	3	1
6	Risk Management Committee	02-02-2021				Yes	2	0



## Annexure 1

### V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Jitin Sadana
2	Designation	Company Secretary and Compliance Officer

**Annexure II****Annexure II 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**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.dhanuka.com
2	Terms and conditions of appointment of independent directors	Yes		www.dhanuka.com
3	Composition of various committees of board of directors	Yes		www.dhanuka.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.dhanuka.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.dhanuka.com
6	Criteria of making payments to non-executive directors	Yes		www.dhanuka.com
7	Policy on dealing with related party transactions	Yes		www.dhanuka.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.dhanuka.com

**Annexure II****Annexure II 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**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.dhanuka.com
11	email address for grievance redressal and other relevant details	Yes		www.dhanuka.com
12	Financial results	Yes		www.dhanuka.com
13	Shareholding pattern	Yes		www.dhanuka.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	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.dhanuka.com
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.dhanuka.com
18	Credit rating or revision in credit rating obtained	Yes		www.dhanuka.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.dhanuka.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.dhanuka.com
21	Materiality Policy as per Regulation 30	Yes		www.dhanuka.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.dhanuka.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.dhanuka.com

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	



## Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided - Add Notes				

**Annexure II**

1	Name of signatory	jitin sadana
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**Annexure II**

1	Name of signatory	Jitin Sadana
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	Jitin Sadana
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	13-04-2021

