

## CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30<sup>TH</sup> JUNE, 2022

1. Name of Listed Entity - **Dhampur Sugar Mills Limited**  
 2. Quarter ending - **30-Jun-2022**

### 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 | Term | 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 Directors 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 | ED  |              | 19-Aug-1960                 | 01-Apr-2020         | 04-May-2022       | 0    | 09-Nov-1940   | NA                                 |                                    | 0   | 0   | 0  | 0  |   |         |
| Mr.           | Ashok Kumar Goel     | 00076553 | AGYPG1248E | C & ED  |              | 15-Mar-1969                 | 01-Apr-2020         |                   | 36   | 01-May-1946   | NA                                 |                                    | 1   | 0   | 0  | 0  |   |         |
| Mr.           | Gaurav Goel          | 00076111 | ADYPG0561H | ED  | MD           | 04-Apr-2007                 | 01-Apr-2020         |                   | 36   | 24-Sep-1973   | NA                                 |                                    | 2   | 1   | 3  | 0  | AC,SC,RC                                |         |
| Mr.           | Gautam Goel          | 00076326 | ADYPG0564C | ED  | MD           | 26-Apr-1994                 | 01-Apr-2020         | 04-May-2022       | 0    | 15-Feb-1974   | NA                                 |                                    | 0   | 0   | 0  | 0  | AC,RC                                   |         |
| Mr.           | Sandeep Kumar Sharma | 06906510 | ANYPS0675G | ED  |              | 23-Jun-2014                 | 01-Apr-2020         | 04-May-2022       | 0    | 08-Jun-1958   | NA                                 |                                    | 0   | 0   | 0  | 0  | SC,RC                                   |         |
| Mr.           | Mahesh Prasad        | 000167   | AAAPM2948M | ID  |              | 06-Jul-                     | 02-Sep-             |                   | 60   | 26-Sep-       | Yes                                | 30-Aug-                            | 4   | 2   | 4  | 3  | AC,NRC                                  |         |

|     | Mehrotra                  | 68               |                |    | 1987                | 2019                |                     |        | 1940                |    | 2018 |   |   |   |   |  |                  |
|-----|---------------------------|------------------|----------------|----|---------------------|---------------------|---------------------|--------|---------------------|----|------|---|---|---|---|--|------------------|
| Mr. | Ashwani<br>Kumar<br>Gupta | 001<br>086<br>78 | ACDPG<br>9749B | ID | 25-<br>Aug-<br>1989 | 02-<br>Sep-<br>2019 | 04-<br>May-<br>2022 | 0      | 25-<br>Aug-<br>1954 | NA |      | 0 | 0 | 0 | 0 |  | AC,SC,RC<br>,NRC |
| Ms. | Nandita<br>Chaturve<br>di | 070<br>150<br>79 | AMKPC<br>4747Q | ID | 12-<br>Nov-<br>2014 | 10-<br>Sep-<br>2020 |                     | 6<br>0 | 12-<br>May-<br>1948 | NA |      | 1 | 1 | 0 | 0 |  |                  |
| Mr. | Yashward<br>han<br>Poddar | 000<br>087<br>49 | AFUPP<br>5690N | ID | 30-<br>Jul-<br>2020 | 30-<br>Jul-<br>2020 |                     | 6<br>0 | 01-<br>Apr-<br>1958 | NA |      | 1 | 1 | 2 | 0 |  | AC,SC,NR<br>C    |
| Mr. | Satpal<br>Kumar<br>Arora  | 000<br>614<br>20 | AAOPA<br>5916B | ID | 30-<br>Jul-<br>2020 | 30-<br>Jul-<br>2020 |                     | 6<br>0 | 30-<br>May-<br>1950 | NA |      | 3 | 3 | 1 | 1 |  | NRC              |
| Mr. | Anuj<br>Khanna            | 000<br>250<br>87 | AMYPK<br>2914R | ID | 07-<br>Jun-<br>2021 | 07-<br>Jun-<br>2021 |                     | 6<br>0 | 12-<br>Jul-<br>1973 | NA |      | 1 | 1 | 1 | 0 |  | AC,SC,RC         |
| Mr. | Akshat<br>Kapoor          | 032<br>846<br>59 | APVPK<br>0479D | ED | 04-<br>May-<br>2022 |                     |                     | 1<br>2 | 06-<br>Feb-<br>1983 | NA |      | 1 | 0 | 0 | 0 |  | RMC              |

|   |     |
|---|-----|
| Company Remarks                             |     |
| Whether Regular chairperson appointed       | Yes |
| 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             | 04-May-2022           |
| 4              | Ashwani Kumar Gupta         | ID              | Member                        | 31-Dec-2001             | 04-May-2022           |
| 5              | Yashwardhan Poddar          | ID              | Member                        | 02-Feb-2021             |                       |
| 6              | Anuj Khanna                 | ID              | Member                        | 18-Sep-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              | Anuj Khanna                 | ID              | Chairperson                   | 04-May-2022             |                       |
| 2              | Gaurav Goel                 | ED              | Member                        | 04-May-2022             |                       |
| 3              | Yashwardhan Poddar          | ID              | Member                        | 06-Nov-2020             |                       |
| 4              | Ashwani Kumar Gupta         | ID              | Member                        | 31-Dec-2001             | 04-May-2022           |
| 5              | Sandeep Kumar Sharma        | ED              | Member                        | 31-Oct-2018             | 04-May-2022           |

|   |     |
|---|-----|
| 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 | 04-May-2022 |
| 3 | Ashwani Kumar Gupta  | ID | Member | 12-Nov-2014 | 04-May-2022 |
| 4 | Sandeep Kumar Sharma | ED | Member | 12-Nov-2014 | 04-May-2022 |
| 5 | Anuj Khanna          | ID | Member | 04-May-2022 |             |
| 6 | Akshat Kapoor        | ED | Member | 04-May-2022 |             |

|   |     |
|---|-----|
| Company Remarks                         |     |
| Whether Permanent chairperson appointed | Yes |

**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              | Ashwani Kumar Gupta         | ID              | Member                        | 31-Dec-2001             | 04-May-2022           |
| 3              | Satpal Kumar Arora          | ID              | Member                        | 06-Nov-2020             |                       |
| 4              | Yashwardhan Poddar          | ID              | Member                        | 04-May-2022             |                       |

|   |     |
|---|-----|
| 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> |
|--|--|--|------------------------------------|--|
| 13-Feb-2022  | 04-May-2022  | Yes                                      | 6                                  | 4  |
| 21-Mar-2022  | 29-May-2022  | Yes                                      | 6                                  | 4  |

|   |    |
|---|----|
| Company Remarks   |    |
| Maximum gap between any two consecutive (in number of days) | 43 |

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                     | 13-Feb-2022  |   | Yes  | 4                           | 3                                       |
| Audit Committee                     | 21-Mar-2022  |   | Yes  | 6                           | 4                                       |
| Audit Committee                     |  | 29-May-2022   | Yes  | 3                           | 2                                       |
| Nomination & Remuneration Committee | 13-Feb-2022  |   | Yes  | 3                           | 3                                       |
| Nomination & Remuneration Committee |  | 04-May-2022   | Yes  | 2                           | 2                                       |
| Nomination & Remuneration Committee |  | 29-May-2022   | Yes  | 3                           | 3                                       |
| Risk Management Committee           | 21-Mar-2022  |   | Yes  | 4                           | 1                                       |
| Risk Management Committee           |  | 27-May-2022   | Yes  | 2                           | 0                                       |

| Company Remarks  |    |
|--|----|
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 68 |

v. **Related Party Transactions**

| <b>Subject</b>   | <b>Compliance status<br/>(Yes/No/NA)</b> | <b>Remark</b> |
|--|--|---------------|
| 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<br>Disclosure of notes of material related party transactions |  |
|---|--|

**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) - **Yes**
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:

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