

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - **Dhampur Sugar Mills Limited**
2. Quarter ending - **30-Sep-2023**

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 the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to regulation 17A (1)]	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.	Ashok Kumar Goel	00076553	AGYPG1248E	C & ED		15-Mar-1969	01-Apr-2023		60	01 - May - 1946	No				Active	NA		1	0	0	0		
Mr.	Gaurav Goel	00076111	ADYPG0561H	ED	MD	04-Apr-2007	01-Apr-2023		60	24 - Sep - 1973	No				Active	NA		2	1	4	0	AC,SC,RC	

Mr.	Subhas Pandey	1033 0701	AKDPP 0833F	ED		25-Sep- 2023	25- Sep- 2023		36	03 - O c t - 19 54	No				A c t i v e	NA		1	0	0	0	RMC	
Mr.	Mahes Prasad Mehrot ra	0001 6768	AAAPM 2948M	ID		06-Jul- 1987	02- Sep- 2019		60	26 - S e p- 19 40	No				A c t i v e	Yes	02 - S e p- 20 19	3	1	2	1	AC,NRC	
Mr.	Yashwa rdhan Poddar	0000 8749	AFUPP 5690N	ID		30-Jul- 2020	30- Jul- 2020		60	30 - M a y - 19 70	No				A c t i v e	NA		1	1	2	0	AC,SC, NRC	
Mr.	Satpal Kumar Arora	0006 1420	AAOPA 5916B	ID		30-Jul- 2020	30- Jul- 2020		60	01 - A p r - 19 58	No				A c t i v e	NA		3	3	4	3	NRC	
Mr.	Anuj Khanna	0002 5087	AMYPK 2914R	ID		07-Jun- 2021	07- Jun- 2021		60	12 - J u l- 19 73	No				A c t i v e	NA		1	1	2	1	AC,SC,R C	
Mrs .	Pallavi Khande lwal	0968 5535	AMVPS 0440B	ID		27-Jul- 2022	27- Jul- 2022		60	03 - A p r - 19 78	No				A c t i v e	NA		1	1	0	0		

Mr.	Anant Pande	0818 6854	ACWPP 2351F	ED	CEO	27-Jul-2022	27-Jul-2022	25-Sep-2023	35	22 - Mar - 19 63	No				A c t i v e	NA		1	0	0	0	RMC
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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 Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Mahesh Prasad Mehrotra	ID	Chairperson	29-Dec-2000	
2	Gaurav Goel	ED	Member	27-May-2015	
3	Yashwardhan Poddar	ID	Member	02-Feb-2021	
4	Anuj Khanna	ID	Member	18-Sep-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</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	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Gaurav Goel	ED	Chairperson	12-Nov-2014	
2	Anuj Khanna	ID	Member	04-May-2022	
3	Anant Pande	ED	Member	27-Jul-2022	25-Sep-2023
4	Subhash Pandey	ED	Member	25-Sep-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Mahesh Prasad Mehrotra	ID	Chairperson	31-Dec-2001	
2	Satpal Kumar Arora	ID	Member	06-Nov-2020	
3	Yashwardhan Poddar	ID	Member	04-May-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
03-Apr-2023	Yes	8	7	4
07-May-2023	Yes	8	7	4
08-Aug-2023	Yes	8	8	5
25-Sep-2023	Yes	8	5	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	92

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether require ment of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independen t directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	03-Apr-2023	Yes	4	3	2	0
Audit Committee	07-May-2023	Yes	4	3	2	0

Audit Committee	08-Aug-2023	Yes	4	4	3	0
Nomination & Remuneration Committee	07-May-2023	Yes	3	2	2	0
Nomination & Remuneration Committee	08-Aug-2023	Yes	3	3	3	0
Nomination & Remuneration Committee	25-Sep-2023	Yes	3	2	2	0
Risk Management Committee	07-May-2023	Yes	3	3	1	0
Risk Management Committee	08-Aug-2023	Yes	3	3	1	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	92

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 1000 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:

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
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)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			

<i>KMPs or any other entity controlled by them</i>			
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(D) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations	
<i>All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company</i>	
Company Remarks in case of non-compliant status	

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