

### CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - **Dhampur Sugar Mills Limited**

2. Quarter ending - **30-Jun-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 entity [reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this entity [reference to regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this entity	No of post in Audit/ Stakeholder Committee held in listed entities including this entity	Membership in Committees of the Company	Remarks
Mr.	Ashok Kumar Goel	00076553	AGYPG1248E	C & ED		15-Mar-1969	01-Apr-2020		60	01-May-1946	No				Active	NA		1	0	0	0		
Mr.	Gaurav Goel	00076111	ADYPG0561H	ED	MD	04-Apr-2007	01-Apr-2020		60	24-Sep-1973	No				Active	NA		2	1	4	0	AC, SC, RC	
Mr.	Anant Pande	08186854	ACWPP2351F	ED	CEO	27-Jul-2022	27-Jul-2022		35	22-Mar-1963	No				Active	NA		1	0	0	0	RMC	
Mr.	Mahesh Prasad	00016768	AAAPM29	ID		06-Jul-	02-		60	26-	No				Active	Yes	02-	3	1	2	1	AC, NRC	

	Mehrotra		48M			1987	Sep-2019		Sep-1940							Sep-2019						
Mr.	Yashwardhan Poddar	00008749	AFUPP590N	ID		30-Jul-2020	30-Jul-2020		60	30-May-1970	No				Active	NA		1	1	2	0	AC, SC, NRC
Mr.	Satpal Kumar Arora	00061420	AAOPA5916B	ID		30-Jul-2020	30-Jul-2020		60	01-Apr-1958	No				Active	NA		3	3	2	1	NRC
Mr.	Anuj Khanna	00025087	AMYPK2914R	ID		07-Jun-2021	07-Jun-2021		60	12-Jul-1973	No				Active	NA		1	1	2	1	AC, SC, RC
Mr s.	Pallavi Khandelwal	09685535	AMVPS0440B	ID		27-Jul-2022	27-Jul-2022		60	03-Apr-1978	No				Active	NA		1	1	0	0	

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	

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
30-Jan-2023	Yes	8	8	5
03-Apr-2023	Yes	8	7	4
07-May-2023	Yes	8	7	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	62

iv. Meeting of Committees

Name of the Committee	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 in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	30-Jan-2023	Yes	4	4	3	0
Audit Committee	03-Apr-2023	Yes	4	3	2	0
Audit Committee	07-May-2023	Yes	4	3	2	0

Nomination & Remuneration Committee	30-Jan-2023	Yes	3	3	3	0
Nomination & Remuneration Committee	07-May-2023	Yes	3	2	2	0
Stakeholders Relationship Committee	30-Jan-2023	Yes	3	3	2	0
Risk Management Committee	25-Jan-2023	Yes	3	3	1	0
Risk Management Committee	07-May-2023	Yes	3	3	1	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	62

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (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	Yes	

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:

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