

CORPORATE GOVERNANCE REPORT

ANNEXURE I

1. Name of Listed Entity **- Dhampur Bio Organics Limited**
 2. Quarter ending **- 30-Sep-2022**

i. Composition Of Board Of Director

Title (Mr./ Ms)	Name of the Director	DIN	PAN	Category	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualif ied?	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	No. of Director ship in listed entities includin g this listed entity [in referenc e to Regulation 17A (1)]	No. of Independ ent Directorsh ip in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No of member ships in Audit/ Stakeholder Committ ee(s) includin g this listed entity	No of member ships in Audit/ Stakeholder Committ ee held in listed entities including this listed entity	No of post of Chairpers on in Audit/ Stakeholder Committ ee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Vijay Kumar Goel	00075317	AAUPG6819M	C & ED		08-Apr-2021	05-May-2022		36	09-Nov-1940	No	Active	NA	2	0	0	0			
Mr.	Ashwani Kumar Gupta	00108678	ACDPG9749B	ID		19-Apr-2022	19-Apr-2022		36	25-Aug-1954	No	Active	NA	1	1	1	1	AC, SC, RC, NRC		
Mr.	Gautam Goel	00076326	ADYPG0564C	ED	MD	24-Apr-2021	05-May-2022		36	15-Feb-1974	No	Active	NA	1	0	1	0	AC, RC		
Mr.	Sandeep Kumar Sharma	06906510	ANYPS0675G	ED		19-Apr-2022	05-May-2022		24	08-Jun-1958	No	Active	NA	1	0	0	0	RMC		
Mrs.	Bindu Vashist Goel	09591778	AMRPG7188E	NED		04-May-2022	04-May-2022			05-Mar-1970	No	Active	NA	1	0	1	0	SC		
Mrs.	Ruchika Mehra Kothari	09151323	AABPM0069J	ID		19-Apr-2022	19-Apr-2022		36	16-Jul-1972	No	Active	NA	1	1	1	0	SC, NRC		
Mr.	Vishal Saluja	07145715	AOTPS9746L	ID		19-Apr-2022	19-Apr-2022		36	21-Jan-1967	No	Active	NA	1	1	1	0	AC, RC		
Mr.	Samir Thukral	00203124	AACPT6095J	ID		19-Apr-2022	19-Apr-2022		36	16-Dec-1959	No	Active	NA	1	1	1	0	AC, NRC		
Mr.	Kishor Shah	00193288	AJAPS3285Q	ID		19-Apr-2022	19-Apr-2022		36	08-Feb-1964	No	Active	NA	3	3	3	2	AC, SC, NRC		

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Kishor Shah	ID	Chairperson	30-May-2022	
2	Ashwani Kumar Gupta	ID	Member	30-May-2022	
3	Gautam Goel	ED	Member	30-May-2022	
4	Samir Thukral	ID	Member	30-May-2022	
5	Vishal Saluja	ID	Member	19-Jul-2022	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ashwani Kumar Gupta	ID	Chairperson	30-May-2022	
2	Bindu Vashist Goel	NED	Member	30-May-2022	
3	Kishor Shah	ID	Member	30-May-2022	
4	Ruchika Mehra Kothari	ID	Member	30-May-2022	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ashwani Kumar Gupta	ID	Chairperson	30-May-2022	
2	Gautam Goel	ED	Member	30-May-2022	
3	Vishal Saluja	ID	Member	30-May-2022	
4	Sandeep Kumar Sharma	ED	Member	30-May-2022	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Samir Thukral	ID	Chairperson	30-May-2022	
2	Ashwani Kumar Gupta	ID	Member	30-May-2022	
3	Kishor Shah	ID	Member	30-May-2022	
4	Ruchika Mehra Kothari	ID	Member	30-May-2022	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	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)	Number of Independent Directors present
19-Apr-2022	Yes	6	4	0
04-May-2022	Yes	9	9	5
30-May-2022	Yes	9	9	5
19-Jul-2022	Yes	9	8	4

Company Remarks	1.All the Independent Directors were appointed on 19.04.2022 because the Company being unlisted entity was not required to appoint Independent Director. Hence, No Independent Directors attended the meeting held on 19.04.2022.2. Total No of Director as on 04.05.2022 was 12 out of which 10 directors attended the meeting. However, the Excel sheet is not allowing us to fill the total number of directors more than the details entered in the sheet Annx 1 - Comp. of BOD
Maximum gap between any two consecutives (in number of days)	49

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Total Number of Directors attended the meeting (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	18-Jul-2022	Yes	4	4	3	0
Nomination & Remuneration Committee	03-Jun-2022	Yes	4	2	2	0
Nomination & Remuneration Committee	19-Jul-2022	Yes	4	2	2	0

Company Remarks	
Maximum gap between any two consecutives (in number of days) [Only for Audit Committee]	0

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Not Applicable	
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) - **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:

The Company is not required to constitute Risk Management Committee but has voluntarily constituted such committee.

Name : **Ashu Rawat**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE III

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	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

Name : **Ashu Rawat**
 Designation : **Company Secretary & Compliance Officer**

ANNEXURE IV

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
NA							

(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)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them		NA	
KMPs or any other entity controlled by them			

(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
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			NA
KMPs or any other entity controlled by them			

(D) If the Listed Entity would like to provide any other information the same may be indicated here

NA

Affirmations

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

Company Remarks in case of non- compliant status	NA
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