

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 disqualified? | Current status | Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations] | 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 proviso to regulation 17A (1)] | No of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairpersons 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 | 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 | |

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|---|-----|
| Company Remarks | |
| Whether Permanent 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 | 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

| <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 | 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

| <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 | 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 | |

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|---|-----|
| 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 | 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 | |

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|---|-----|
| 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 | 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 | |

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|---|--|
| Disclosure of notes on related party transactions and 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:

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

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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 | | NA | |
| 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 | | | |

(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> | | NA | |
| <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> | | | |

(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