

**Quarterly Compliance Report on Corporate Governance:**

1 Name of Listed Entity **Dwarikesh Sugar Industries Limited**  
 2 Quarter Ending **December 31, 2015**

**I. Composition of Board of Directors**

Title (Mr./Ms.)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>s</sup>	Date of Appointment in the Current Term/ Cessation	Tenure *	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Shri	G. R. Morarka	AAKPM6075B DIN: 00002078	Managing Director	01.04.2013		2	2	0
Shri	B. J. Maheshwari	AAAPM8814E DIN: 00002075	Whole Time Director & CS cum CCO	01.05.2015		2	2	1
Shri	Vijay S Banka	AADPB5687K DIN: 00963355	Whole Time Director & CFO	01.05.2015		2	4	0
Shri	Balkumar Agarwal	AAZPA4322Q DIN: 00001085	Independent	13.08.2014	5yrs	3	1	2
Shri	K. N. Prithviraj	AAHPP7721Q DIN: 00115317	Independent	13.08.2014	5yrs	8	4	0
Ms.	Malathi Mohan	AIBPM3759R DIN: 02008550	Independent	13.08.2014	5yrs	1	2	0

\$ PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means Executive/ Non-Executive/ Independent/ Nominee. If a director fits into more than one category write all categories separating them with hyphen.

\* To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

**II. Composition of Committees**

Sr. No.	Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)
1	Audit committee	Shri B. K. Agarwal Shri Vijay S Banka Shri K. N. Prithviraj Ms. Malathi Mohan	Independent Director Whole Time Director & CFO Independent Director Independent Director
2	Nomination & Remuneration Committee	Shri B. K. Agarwal Shri K. N. Prithviraj Ms. Malathi Mohan	Independent Director Independent Director Independent Director
3	Risk Management Committee (If Applicable)	Shri B K Agarwal Shri G. R. Maorarka Shri B. J. Maheshwari	Independent Director Managing Director Whole Time Director & CFO
4	Stakeholders Relationship Committee	Shri B. J. Maheshwari Shri Vijay S Banka Shri B. K. Agarwal Ms. Malathi Mohan	Whole Time Director & CS Cum CCO Whole Time Director & CFO Independent Director Independent Director

**III. Meeting of Board of Directors**

Sr. No.	Date (s) of Meeting (if any) in the Previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
1	August 14, 2015	November 9, 2015	87 days

**IV. Meeting of Committees : Audit Committee**

Sr. No.	Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gaps between any two consecutive meetings in number of days*
1	November 9, 2015	Yes Shri B. K. Agarwal Shri K. N. Prithviraj Shri Vijay S Banka	August 14, 2015	87

\* This information has to be mandatorily be given for Audit Committee, for rest of the committees giving this information is optional

**V. Related Party Transactions**

Sr. No.	Subject	Compliance Status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	YES
2	Whether shareholder approval obtained for material RPT	YES
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

**Note:**

- In the column "Compliance Status", compliance or non-compliance may be indicated by YES/NO/N.A. For example, if the board has been composed in accordance with the requirements of Listing Regulations, "YES" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "NO" details of non-compliance may be given here.

**VI. Affirmations**

1	The composition of Board of Directors in terms of SEBI (Listing obligations and disclosure requirements) Regulation, 2015.
2	The composition of the following committees is in the terms of SEBI (Listing Obligations and disclosure requirements) Regulation, 2015 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management Committee (Applicable to the top 100 listed entities)
3	The committee members have been aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015
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.
5	This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments/ observations/ advice of Board of Directors may be mentioned here:



*B. J. Maheshwari*  
**B. J. Maheshwari**  
 Whole Time Director & CS cum CCO

Date: January 7, 2016