

**General information about company**

Scrip code	532610
NSE Symbol	DWARKESH
MSEI Symbol	NOTLISTED
ISIN	INE366A01041
Name of the entity	Dwaikesh Sugar Industries Limited
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory												Textual Information(1)					
Whether the listed entity has a Regular Chairperson												Yes					
Whether Chairperson is related to MD or CEO												No					
of the ctor	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re- appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)	No : pro F
n R. ca	AAKPM6075B	00002078	Executive Director	Chairperson		01- 01- 1962	NA		01-01-2019	05-09-2019		36	2	0	1	0	
an J. hwari	AAAPM8814E	00002075	Executive Director	Not Applicable	MD	02- 05- 1960	NA		01-05-2009	07-05-2018		36	2	1	1	2	
i.	AADPB5687K	00963355	Executive Director	Not Applicable	MD	10- 06- 1958	NA		01-05-2009	07-05-2018		36	2	1	4	0	
nar urwal	AAZPA4322Q	00001085	Non- Executive - Independent Director	Not Applicable		23- 08- 1942	Yes	31-08- 2018	14-10-2005	19-09-2020		60	1	1	0	2	

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of members in All Stakeholder Committees including listed entity (Refer Regulation 26(1) of Listing Regulations)
5	Mr	K. N. Prithviraj	AAHPP7721Q	00115317	Non-Executive - Independent Director	Not Applicable		03-03-1947	Yes	11-08-2020	30-11-2009	19-09-2020		60	1	1	2
6	Ms	Nina Chatrath	ADZPC6911G	07700943	Non-Executive - Independent Director	Not Applicable		16-10-1962	No		04-02-2017	19-09-2020		60	1	1	2
7	Mr	Gopal B. Hosur	AAXPH3862N	08884883	Non-Executive - Independent Director	Not Applicable		04-03-1954	No		02-11-2020			60	0	1	2
8	Mr	Rajan K. Medhekar	ADNPM7456Q	07940253	Non-Executive - Independent Director	Not Applicable		12-04-1952	No		02-11-2020			60	0	2	2

**Text Block**

Textual Information(1)

Shri B. K. Agarwal (DIN: 00001085) was appointed as an Independent Director on the Board of the Company for a term of 5 consecutive years and holds the office as an Independent Director of the Company up to 18th September, 2020. Accordingly, he was re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years, w.e.f. 19th September, 2020 in the AGM held on 11th August, 2020.

Shri K. N. Prithviraj (DIN: 00115317) was appointed as an Independent Director on the Board of the Company for a term of 5 consecutive years and holds the office as an Independent Director of the Company up to 18th September, 2020. Accordingly, he was re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years, w.e.f. 19th September, 2020 in the AGM held on 11th August, 2020.

Ms. Nina Chatrath (DIN: 07700943) was appointed as an Independent Director in casual vacancy on 04th February, 2017 and holds the office as an Independent Director of the Company up to 18th September, 2020. Accordingly, she was re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years, w.e.f. 19th September, 2020 in the AGM held on 11th August, 2020.

The company intimated to Exchange on November 02, 2020 vide letter no. DSIL/2020-21/085 about Shri Gopal B. Hosur Shri Gopal B. Hosur (DIN: 08884883) & Shri Rajan K. Medhekar (DIN: 07940253) being appointed as Additional Independent Director on the Board of Directors of the Company w.e.f. November 02, 2020. They shall hold office till the next AGM of the company in which their appointment shall be regularised, subject to the approval of the members of the company.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00001085	Balkumar K. Agarwal	Non-Executive - Independent Director	Chairperson	12-08-2011		
2	00963355	Vijay S. Banka	Executive Director	Member	01-05-2009		
3	00115317	K. N. Prithviraj	Non-Executive - Independent Director	Member	30-11-2009		
4	07700943	Nina Chatrath	Non-Executive - Independent Director	Member	04-02-2017		
5	08884883	Gopal B. Hosur	Non-Executive - Independent Director	Member	02-11-2020		
6	07940253	Rajan K. Medhekar	Non-Executive - Independent Director	Member	02-11-2020		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00001085	Balkumar K. Agarwal	Non-Executive - Independent Director	Member	12-08-2011		
2	00115317	K. N. Prithviraj	Non-Executive - Independent Director	Chairperson	25-10-2012		
3	07700943	Nina Chatrath	Non-Executive - Independent Director	Member	04-02-2017		
4	08884883	Gopal B. Hosur	Non-Executive - Independent Director	Member	02-11-2020		
5	07940253	Rajan K. Medhekar	Non-Executive - Independent Director	Member	02-11-2020		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00001085	Balkumar K. Agarwal	Non-Executive - Independent Director	Chairperson	09-08-2012		
2	00963355	Vijay S. Banka	Executive Director	Member	12-08-2011		
3	00002075	Balkishan J. Maheshwari	Executive Director	Member	01-05-2009		
4	07700943	Nina Chatrath	Non-Executive - Independent Director	Member	04-02-2017		
5	00115317	K. N. Prithviraj	Non-Executive - Independent Director	Member	02-02-2019		
6	08884883	Gopal B. Hosur	Non-Executive - Independent Director	Member	02-11-2020		
7	07940253	Rajan K. Medhekar	Non-Executive - Independent Director	Member	02-11-2020		





Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00001085	Balkumar K. Agarwal	Non-Executive - Independent Director	Chairperson	13-08-2014		
2	00002078	Gautam R. Morarka	Executive Director	Member	01-01-2019		
3	00002075	Balkishan J. Maheshwari	Executive Director	Member	13-08-2014		
4	00963355	Vijay S. Banka	Executive Director	Member	13-08-2014		
5	00115317	K. N. Prithviraj	Non-Executive - Independent Director	Member	02-02-2019		
6	07700943	Nina Chatrath	Non-Executive - Independent Director	Member	02-11-2020		
7	08884883	Gopal B. Hosur	Non-Executive - Independent Director	Member	02-11-2020		
8	07940253	Rajan K. Medhekar	Non-Executive - Independent Director	Member	02-11-2020		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	02-11-2020				Yes	6	3
2		30-01-2021	88		Yes	8	5

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	02-11-2020				Yes	4	3
2	Audit Committee	30-01-2021				Yes	6	5
3	Nomination and remuneration committee	02-11-2020				Yes	3	3
4	Nomination and remuneration committee	30-01-2021				Yes	5	5
5	Stakeholders Relationship Committee	02-11-2020				Yes	5	5
6	Stakeholders Relationship Committee	30-01-2021				Yes	7	5

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Corporate Social Responsibility Committee	02-11-2020				Yes	5	2
8	Corporate Social Responsibility Committee	30-01-2021				Yes	8	5

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	B. J. Maheshwari
2	Designation	Company Secretary and Compliance Officer



**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.dwarikesh.com
2	Terms and conditions of appointment of independent directors	Yes		www.dwarikesh.com
3	Composition of various committees of board of directors	Yes		www.dwarikesh.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.dwarikesh.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.dwarikesh.com
6	Criteria of making payments to non-executive directors	Yes		www.dwarikesh.com
7	Policy on dealing with related party transactions	Yes		www.dwarikesh.com
8	Policy for determining 'material' subsidiaries	Yes		www.dwarikesh.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.dwarikesh.com

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.dwarikesh.com
11	email address for grievance redressal and other relevant details	Yes		www.dwarikesh.com
12	Financial results	Yes		www.dwarikesh.com
13	Shareholding pattern	Yes		www.dwarikesh.com
14	Details of agreements entered into with the media companies and/or their associates	Yes		www.dwarikesh.com
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.dwarikesh.com
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.dwarikesh.com
18	Credit rating or revision in credit rating obtained	Yes		www.dwarikesh.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.dwarikesh.com
21	Materiality Policy as per Regulation 30	Yes		www.dwarikesh.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.dwarikesh.com

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

**Annexure II**

<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	B. J. Maheshwari
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	



**Annexure II**

1	Name of signatory	B. J. Maheshwari
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	B. J. Maheshwari
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	05-04-2021

