

| <b>MSEI Symbol</b>              |                                    |
|---------------------------------|------------------------------------|
| Scrip code                      | 532610                             |
| NSE Symbol                      | DWARKESH                           |
| MSEI Symbol                     |                                    |
| ISIN                            | INE366A01041                       |
| Name of the entity              | Dwarikesh Sugar Industries Limited |
| Date of start of financial year | 01-04-2017                         |
| Date of end of financial year   | 31-03-2018                         |
| Reporting Quarter               | Yearly                             |
| Date of Report                  | 31-03-2018                         |
| Risk management committee       | Not Applicable                     |

|  |    |
|--|----|
| <b>Annexure I</b>  |    |
| <b>Annexure I to be submitted by listed entity on quarterly basis</b>                |    |
| <b>I. Composition of Board of Directors</b>  |    |
| Disclosure of notes on composition of board of directors explanatory                 |    |
| Is there any change in information of board of directors compare to previous quarter | No |

| <b>Annexure 1</b>  |    |
|--|----|
| <b>II. Composition of Committees</b>   |    |
| Disclosure of notes on composition of committees explanatory                 |    |
| Is there any change in information of committees compare to previous quarter | No |

| <b>Audit Committee Details</b> |            |                           |                         |                         |         |
|--------------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr                             | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| <b>Nomination and remuneration committee</b> |            |                           |                         |                         |         |
|--|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr   | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| <b>Stakeholders Relationship Committee</b> |            |                           |                         |                         |         |
|--|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr   | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| <b>Risk Management Committee</b> |            |                           |                         |                         |         |
|----------------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr                               | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| Corporate Social Responsibility Committee |            |                           |                         |                         |         |
|---|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr  | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |



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

| <b>Annexure 1</b>  |   |  |   |
|--|---|--|---|
| <b>Annexure 1</b>  |   |  |   |
| <b>III. Meeting of Board of Directors</b>                        |   |  |   |
| 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) |
| 1  | 11-11-2017  |  |   |
| 2  |   | 19-01-2018   | 68  |

| Annexure 1   |   |   |  |                           |   |  |                         |
|--|---|---|--|---------------------------|---|--|-------------------------|
| IV. Meeting of Committees                                |   |   |  |                           |   |  |                         |
| Disclosure of notes on meeting of committees explanatory |   |   |  |                           |   |  |                         |
| Sr   | Name of Committee                         | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
| 1  | Audit Committee                           | 19-01-2018  | Yes  | 4                         | 11-11-2017  | 68   |                         |
| 2  | Corporate Social Responsibility Committee | 19-01-2018  | Yes  | 4                         | 11-11-2017  | 68   |                         |
| 3  | Stakeholders Relationship Committee       | 19-01-2018  |  | 4                         |   |  |                         |
| 4  | Nomination and remuneration committee     | 19-01-2018  |  | 3                         |   |  |                         |

| <b>Annexure 1</b>                    |  |                                  |  |
|--------------------------------------|--|----------------------------------|--|
| <b>V. Related Party Transactions</b> |  |                                  |  |
| Sr                                   | Subject  | Compliance status<br>(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                              |  |

| <b>Annexure 1</b>       |  |                            |
|-------------------------|--|----------------------------|
| <b>VI. Affirmations</b> |  |                            |
| 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 100 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                        |
| 9                       | Any comments/observations/advice of Board of Directors may be mentioned here:  | Textual Information(1)     |

| <b>Annexure 1</b> |                   |   |
|-------------------|-------------------|---|
| Sr                | Subject           | Compliance status                       |
| 1                 | Name of signatory | Shri B J Maheshwari                     |
| 2                 | Designation       | Company Secretary and Compliance Office |

| <b>Text Block</b>      |  |
|------------------------|--|
| Textual Information(1) | Risk Committee is applicable for Top 100 entries. Not applicable in our case, still been formed voluntarily. |

| <b>Annexure II</b>   |   |                               |  |   |
|--|---|-------------------------------|--|---|
| <b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b> |   |                               |  |   |
| <b>I. Disclosure on website in terms of Listing Regulations</b>  |   |                               |  |   |
| 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                           |  | <a href="http://dwarikesh.com/about.html">http://dwarikesh.com/about.html</a>   |
| 2  | Terms and conditions of appointment of independent directors            | Yes                           |  | <a href="http://dwarikesh.com/pdf/2018/Terms-of-Appointments-of-Independent-Directors.pdf">http://dwarikesh.com/pdf/2018/Terms-of-Appointments-of-Independent-Directors.pdf</a>           |
| 3  | Composition of various committees of board of directors                 | Yes                           |  | <a href="http://dwarikesh.com/pdf/2018/Composition-of-Board-and-Various-Committees.pdf">http://dwarikesh.com/pdf/2018/Composition-of-Board-and-Various-Committees.pdf</a>                 |
| 4  | Code of conduct of board of directors and senior management personnel   | Yes                           |  | <a href="http://dwarikesh.com/pdf/2018/Code-of-Conduct-for-Senior-Management-and-Directors.pdf">http://dwarikesh.com/pdf/2018/Code-of-Conduct-for-Senior-Management-and-Directors.pdf</a> |
| 5  | Details of establishment of vigil mechanism/ Whistle Blower policy      | Yes                           |  | <a href="http://dwarikesh.com/pdf/2018/Whistle-Blower-Policy.pdf">http://dwarikesh.com/pdf/2018/Whistle-Blower-Policy.pdf</a>   |
| 6  | Criteria of making payments to non-executive directors                  | Yes                           |  | <a href="http://dwarikesh.com/pdf/2018/Policy-on-Directors-Appointment-and-Remuneration.pdf">http://dwarikesh.com/pdf/2018/Policy-on-Directors-Appointment-and-Remuneration.pdf</a>       |
| 7  | Policy on dealing with related party transactions                       | Yes                           |  | <a href="http://dwarikesh.com/pdf/2018/Related-Party-Transactions-Policy.pdf">http://dwarikesh.com/pdf/2018/Related-Party-Transactions-Policy.pdf</a>                                     |
| 8  | Policy for determining 'material' subsidiaries                          | Yes                           |  | <a href="http://dwarikesh.com/pdf/2018/Policy-on-Material-Subsidiaries.pdf">http://dwarikesh.com/pdf/2018/Policy-on-Material-Subsidiaries.pdf</a>   |
| 9  | Details of familiarization programmes imparted to independent directors | Yes                           |  | <a href="http://dwarikesh.com/pdf/2018/Familiarisation-Programme-for-Independent-Directors.pdf">http://dwarikesh.com/pdf/2018/Familiarisation-Programme-for-Independent-Directors.pdf</a> |



| <b>Annexure II</b>   |   |                               |  |   |
|--|---|-------------------------------|--|---|
| <b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b> |   |                               |  |   |
| <b>I. Disclosure on website in terms of Listing Regulations</b>  |   |                               |  |   |
| 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                           |  | <a href="http://dwarikesh.com/infocgo.html">http://dwarikesh.com/infocgo.html</a>                                 |
| 11   | email address for grievance redressal and other relevant details  | Yes                           |  | <a href="http://dwarikesh.com/infocgo.html">http://dwarikesh.com/infocgo.html</a>                                 |
| 12   | Financial results   | Yes                           |  | <a href="http://dwarikesh.com/financials.html">http://dwarikesh.com/financials.html</a>                           |
| 13   | Shareholding pattern  | Yes                           |  | <a href="http://dwarikesh.com/shareholding.html">http://dwarikesh.com/shareholding.html</a>                       |
| 14   | Details of agreements entered into with the media companies and/or their associates   | Yes                           |  | <a href="http://dwarikesh.com/pdf/2018/Media-Agreement.pdf">http://dwarikesh.com/pdf/2018/Media-Agreement.pdf</a> |
| 15   | New name and the old name of the listed entity  | NA                            |  |   |
| Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]                                |   |                               |  | Textual Information(1)  |

| <b>Text Block</b>      |  |
|------------------------|--|
| Textual Information(1) | All the information required under SEBI (LODR) Regulations, 2015 and under Companies Act, 2013 are suitably displayed on the website of the company <a href="http://www.dwarikesh.com">www.dwarikesh.com</a> . |

| <b>Annexure II</b>             |   |                   |                               |  |
|--------------------------------|---|-------------------|-------------------------------|--|
| <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. |
| 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)             | Yes                           |  |
| 3                              | Meeting of Board of directors   | 17(2)             | Yes                           |  |
| 4                              | Review of Compliance Reports  | 17(3)             | Yes                           |  |
| 5                              | Plans for orderly succession for appointments   | 17(4)             | Yes                           |  |
| 6                              | Code of Conduct   | 17(5)             | Yes                           |  |
| 7                              | Fees/compensation   | 17(6)             | Yes                           |  |
| 8                              | Minimum Information   | 17(7)             | Yes                           |  |
| 9                              | Compliance Certificate  | 17(8)             | Yes                           |  |
| 10                             | Risk Assessment & Management  | 17(9)             | Yes                           |  |

| <b>Annexure II</b>             |   |                          |                               |  |
|--------------------------------|---|--------------------------|-------------------------------|--|
| <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. |
| 11                             | Performance Evaluation of Independent Directors                                 | 17(10)                   | Yes                           |  |
| 12                             | Composition of Audit Committee  | 18(1)                    | Yes                           |  |
| 13                             | Meeting of Audit Committee  | 18(2)                    | Yes                           |  |
| 14                             | Composition of nomination & remuneration committee                              | 19(1) & (2)              | Yes                           |  |
| 15                             | Composition of Stakeholder Relationship Committee                               | 20(1) & (2)              | Yes                           |  |
| 16                             | Composition and role of risk management committee                               | 21(1),(2),(3), (4)       | NA                            |  |
| 17                             | Vigil Mechanism   | 22                       | Yes                           |  |
| 18                             | Policy for related party Transaction  | 23(1),(5),(6), (7) & (8) | Yes                           |  |
| 19                             | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3)               | Yes                           |  |
| 20                             | Approval for material related party transactions                                | 23(4)                    | Yes                           |  |

| <b>Annexure II</b>             |   |                          |                               |  |
|--------------------------------|---|--------------------------|-------------------------------|--|
| <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. |
| 21                             | Composition of Board of Directors of unlisted material Subsidiary   | 24(1)                    | NA                            |  |
| 22                             | Other Corporate Governance requirements with respect to subsidiary of listed entity                               | 24(2),(3), (4),(5) & (6) | NA                            |  |
| 23                             | Maximum Directorship & Tenure   | 25(1) & (2)              | Yes                           |  |
| 24                             | Meeting of independent directors  | 25(3) & (4)              | Yes                           |  |
| 25                             | Familiarization of independent directors  | 25(7)                    | Yes                           |  |
| 26                             | Memberships in Committees   | 26(1)                    | Yes                           |  |
| 27                             | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3)                    | Yes                           |  |
| 28                             | Disclosure of Shareholding by Non-Executive Directors   | 26(4)                    | Yes                           |  |
| 29                             | Policy with respect to Obligations of directors and senior management   | 26(2) & 26(5)            | Yes                           |  |
|                                | Any other information to be provided - Add Notes  |                          |                               |  |

| <b>Annexure II</b> |                   |  |
|--------------------|-------------------|--|
| 1                  | Name of signatory |  |
| 2                  | Designation       |  |

| <b>Annexure II</b>       |  |  |
|--------------------------|--|--|
| <b>III. Affirmations</b> |  |  |
| <b>Sr</b>                | <b>Particulars</b>   | <b>Compliance status<br/>(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   |  |

| <b>Annexure II</b> |                   |   |
|--------------------|-------------------|---|
| 1                  | Name of signatory | Shri B J Maheshwari                     |
| 2                  | Designation       | Company Secretary and Compliance Office |



| <b>Signatory Details</b> |   |
|--------------------------|---|
| Name of signatory        | Shri B. J. Maheshwari                   |
| Designation of person    | Company Secretary and Compliance Office |
| Place                    | Mumbai                                  |
| Date                     | 04-04-2018                              |

