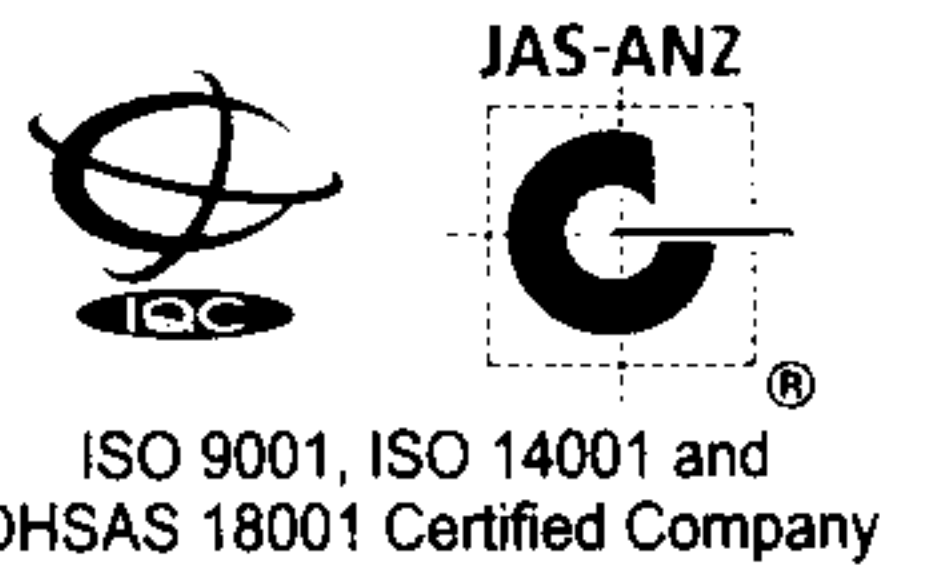




DHP INDIA LIMITED

Corporate Identity Number (CIN) : L65921WB1991PLC051555



Registered Office : 10 Middleton Row, Kolkata 700 071, India
Tel : +91(33) 2229-5735, 2229-7995, 2229-7929, 2229-9626
Fax : +91(33) 2217-2751, E-mail : info@dhpindia.com

Ref : 19(B)(C)/28021

06/04/2018

To

- 1) The Secretary
The Calcutta Stock Exchange Ltd. [Securities Code : 10014058]
7, Lyons Range, Kolkata - 700 001.
- 2) The General Manager /Asst. General Manager - Deptt. Of Corporate Services,
Bombay Stock Exchange Ltd., [Securities Code : 531306]
25, P. J. Towers, Dalal Street, Mumbai - 400 001.

Dear Sir,

Re : DHP INDIA LIMITED

Sub : Sending of Quarterly Corporate Governance Compliance Report as per Regulation 27(2) of SEBI (LODR) Regulations, 2015 for the quarter, half-year & year ending 31/03/2018.

We are sending herewith Quarterly/Half-yearly/Yearly Corporate Governance Compliance Report - "Annexure-I & II" as per Regulation 27(2) of SEBI (LODR) Regulations, 2015 for the quarter, half-year & year ending 31/03/2018 duly signed by Sri Asheesh Dabriwal, Managing Director of the Company.

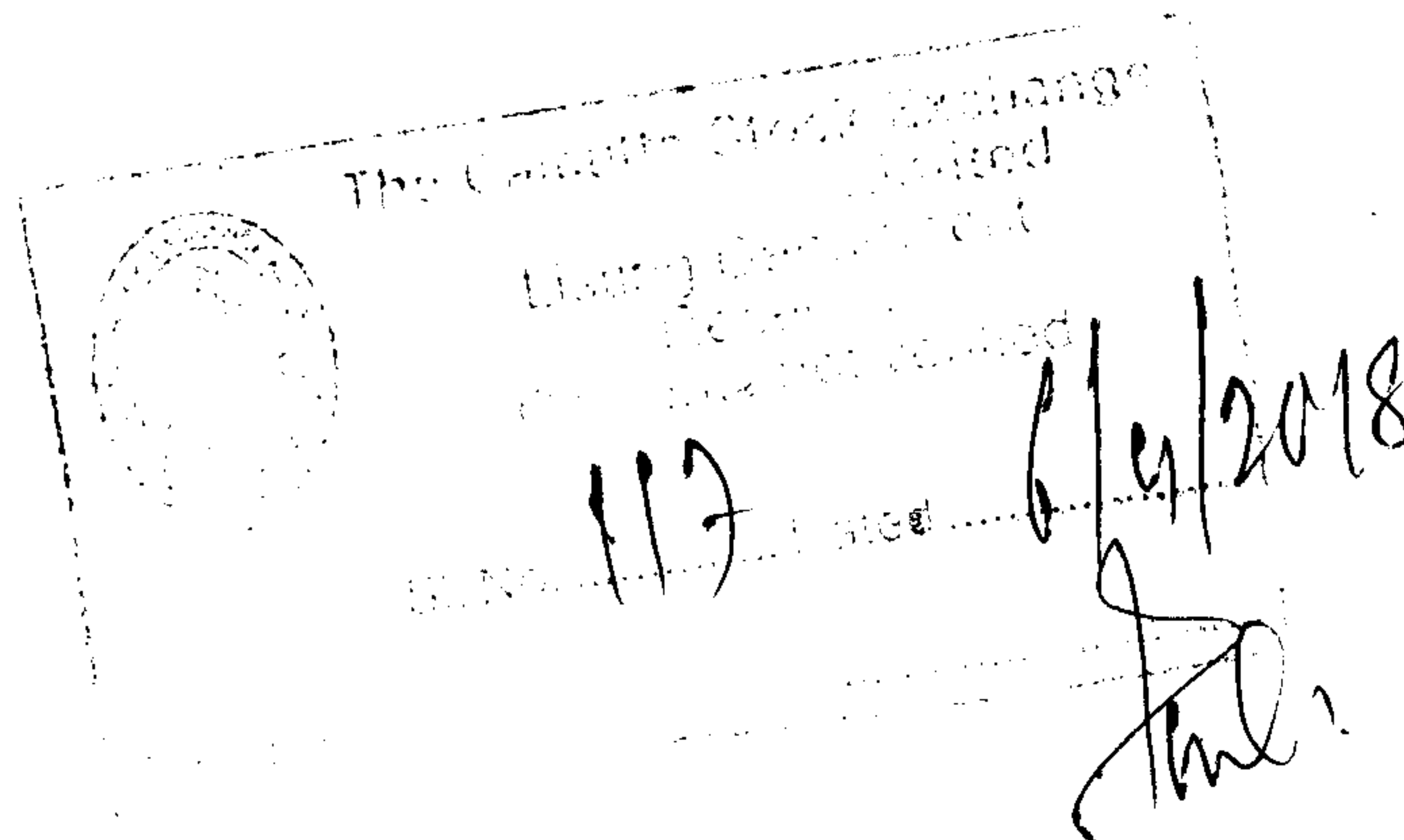
Kindly acknowledge the same & do the needful.

Thanking You,

Yours Faithfully,
FOR DHP INDIA LIMITED

(CA Ashok Kumar Singh)
Chief Financial Officer

Enclosed : As Stated

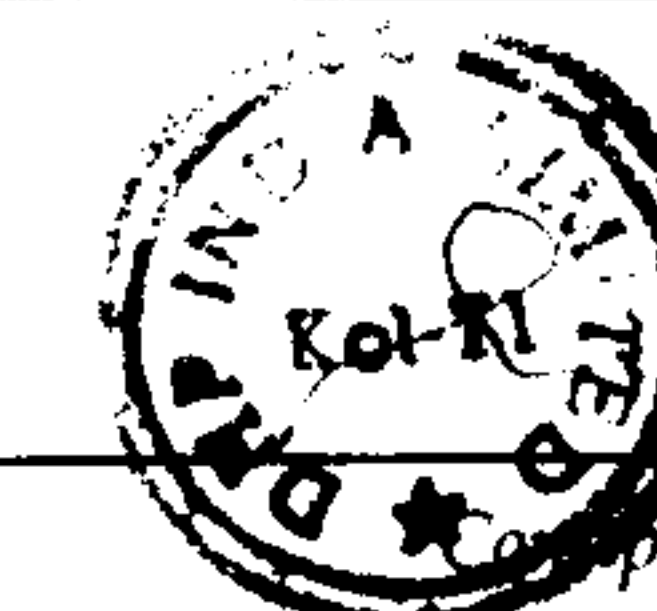


FORMAT OF COMPLIANCE OF QUARTERLY CORPORATE GOVERNANCE AS PER REGULATION 27(2) OF SEBI (LODR) REGULATIONS, 2015

1 Name of Listed Entity : DHP INDIA LIMITED

2 Quarter/Half-year/Year Ending : 31st MARCH, 2018



I. Composition of Board of Directors								
Title	Name of the Director	PAN's & DIN	Category (Chairperson/Executive/Non-executive/Independent/Nominee)	Date of Appointment in the current term/cessation	Tenure	No. of Directorship in listed entities including this listed entity (Refe Regulation 25(1) of Listing Regulations)	Number of membership in Audit/Stakeholder Committee(s) including this listed entity (Refe Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholders Committee held in listed entities including this listed entity (Refe Regulation 26(1) of Listing Regulations)
Mr.	Asheesh Dabriwal	PAN-ACWPD6237E DIN-00044783	Executive Director Managing Director	Latest Appointment 01-04-2014	5 Years till 31-03-2019	1	2	Nil
Mr.	Janak Bhardwaj	PAN-AEXPB2776H DIN-00047641	Executive Director	First Appointment 25-06-1998	N.A.	1	Nil	Nil
Mrs.	Anjum Dhandhania	PAN-ADIPD6459P DIN-00058506	Non-Executive Director	First Appointment 31-01-2013	N.A.	1	2	Nil
Mr.	Buddhadeb Basu	PAN-ADDPB6922G DIN-00061771	Independent Director	Latest Appointment 19-09-2014	5 Years till 19-09-2019	1	4	4
Dr.	Subrata Halder	PAN-AASPH2686P DIN-00089655	Independent Director	Latest Appointment 19-09-2014	5 Years till 19-09-2019	1	1	Nil
Mr.	Surajit Raha	PAN-AAEPR2844M DIN-07019436	Independent Director	Latest Appointment 27-09-2015	5 Years till 27-09-2020	1	3	Nil
II. Composition of Committees								
Name of Committee		Name of Committee members			Category (Chairperson/Executive/Non-Executive/Independent/Nominee)			
1	Audit Committee	Mr. Buddhadeb Basu Dr. Subrata Halder Mr. Surajit Raha			Independent Director - Chairperson of the Committee Independent Director Independent Director			
2	Nomination & Remuneration Committee	Mr. Buddhadeb Basu Mr. Surajit Raha Mrs. Anjum Dhandhania			Independent Director - Chairperson of the Committee Independent Director Non-Executive & Women Director			
3	Shareholders/Investor Grievance Committee	Mr. Buddhadeb Basu Mrs. Anjum Dhandhania Mr. Asheesh Dabriwal			Independent Director - Chairperson of the Committee Non-Executive & Women Director Executive Director (Managing Director)			



FORMAT OF COMPLIANCE OF QUARTERLY CORPORATE GOVERNANCE AS PER REGULATION 27(2) OF SEBI (LODR) REGULATIONS, 2015

Name of Listed Entity : DHP INDIA LIMITED

Page 2 of 2

II. Composition of Committees				
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)		
4	Corporate & Social Responsibility Committee	Mr. Buddhadeb Basu Mr. Surajit Raha Mr. Asheesh Dabrial	Independent Director - Chairperson of the Committee Independent Director Executive Director (Managing Director)	
III. Meeting of Board of Directors				
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)		
14-11-2017	13-01-2018	60 days		
IV. Meeting of Committee				
Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quoram met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
1	Audit Committee	13-01-2018	All member Present	14-11-2017 60 days
V. Related Party Transactions				
Subject			Compliance status (Yeas/No/N.A.)	
Whether prior approval of audit committee obtained			N. A.	
Whether shareholder approval obtained for material RPT			N. A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			N. A.	
VI. Affirmations				
1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.				
2 The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 :- a) Audit Committee. b) Nomination and Remuneration Committee. c) Shareholders/Investor Grievance Committee. d) Corporate & Social Responsibility Committee.				
3 The committee members have been made aware of there 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 obligation and disclosure requirements) Regulations, 2015.				
5 This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here : ----- NIL -----				
For DHP INDIA LIMITED  [ASHEESH DABRIWAL - MANAGING DIRECTOR, DIN - 00044783] Name & Designation Dt. 06/04/2018 				

DHP INDIA LIMITED

Reg. Off : 10, Middleton Row, Kolkata-700 071, Phone : +91(33) 2229-5735/7995/9626/7929, Fax No : +91(33) 2217-2751

Corporate Identity Number [CIN] : L65921WB1991PLC051555

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial Year) Financial Year Ended : 31/03/2018

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA) refer note below</i>	
Details of business	Yes – {Manufacturing}	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	N.A.	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investors' grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	Yes – {DHP INDIA LIMITED}	
II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of Directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of stakeholder relationship committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2),(3)	Yes



<i>transactions</i>		
<i>Approval for material related party Transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N.A.
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	N.A.
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	N.A.
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Membership in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and Senior management</i>	26(2) & 26(5)	Yes

Note

- 1 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.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

FOR DHP INDIA LIMITED

asheesh

**[ASHEESH DABRIWAL]
MANAGING DIRECTOR & C.E.O.**

Name & Designation

Dated : 06/04/2018

Company Secretary / Compliance officer- / Managing Director / CEO

