



ADHUNIK INDUSTRIES LIMITED

An ISO 9001:2015 , 14001 : 2015 & 18001 : 2007 Organisation

Corporate Office : "LANSDOWNE TOWERS", 2/1A, SARAT BOSE ROAD, KOLKATA - 700 020

PH. : 033-6638 4700 ★ FAX : 91-33-2289 0285 ★ Website : www.adhunikgroup.com

E-mail: info@adhunikgroup.com

14th October, 2019.

To,

The Secretary The BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street Mumbai-400 001. Scrip Code- 538365	The Secretary National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E) Mumbai-400 051. Scrip Code- ADHUNIKIND
The Secretary The Calcutta Stock Exchange Ltd 7 Lyons Range Kolkata-700 001. Scrip Code- 10028188	

Dear Sir,

Sub:- Compliance Report on Corporate Governance as on 30th September, 2019.

We are enclosing herewith Compliance Report on Corporate Governance of the Company for the quarter ended 30th September, 2019 as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

Kindly acknowledge its receipt.

Thanking You,

Yours truly,

For Adhunik Industries Limited

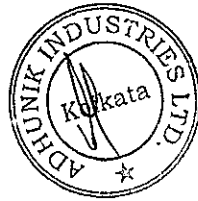
Managing Director

Name: Jugal Kishore Agarwal

DIN: 00227460

Encl: As above

General information about company	
Scrip code	538365
NSE Symbol	ADHUNIKIND
MSEI Symbol	NOTLISTED
ISIN	INE452L01012
Name of the entity	ADHUNIK INDUSTRIES LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Half Yearly
Date of Report	30-09-2019
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 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)

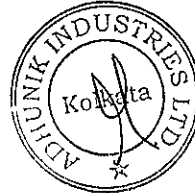
Whether the listed entity has a Regular Chairperson

Yes

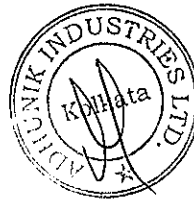
Whether Chairperson is related to MD or CEO

No

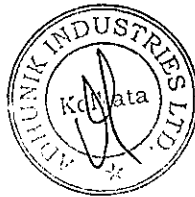
Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A 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)	Notes for not providing PAN
IAHESH UMAR GARWAL	ABCPA9259J	00507690	Non-Executive - Non Independent Director	Not Applicable		07-03-1966	27-08-2003		15-07-2019	0	0	0	0		
JGAL ISHORE GARWAL	ADCPA9670K	00227460	Executive Director	Not Applicable	MD	05-10-1951	30-11-2009	30-11-2017		2	0	1	0		
IOHANAL GARWAL	ACVPA7179F	01047906	Non-Executive - Non Independent Director	Not Applicable		21-03-1964	27-08-2003		15-07-2019	1	0	2	0		
SITARAN DASGUPTA	ACXPD6190M	02476594	Non-Executive - Independent Director	Not Applicable		01-01-1941	26-06-2013	16-09-2019		75	1	1	1		



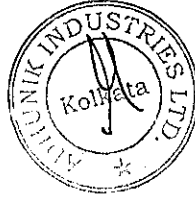
I. Composition of Board of Directors																	
Disclosure of notes on composition of board of directors explanatory																	
Whether the listed entity has a Regular Chairperson																	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	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)	Notes not provided
5	Mrs	SONAM AGARWAL	ANIPB7759E	08054202	Non-Executive - Independent Director	Not Applicable		27-04-1987	12-02-2018			20	1	1	3	1	
6	Mrs	SHILPI MODI	AOXPA9359K	02706881	Non-Executive - Independent Director	Not Applicable		01-01-1989	06-12-2018			10	1	1	2	0	
7	Mr	TRILOK SHARMA	AYAPS0438E	08432440	Non-Executive - Non Independent Director	Chairperson		05-11-1983	15-07-2019				1	0	1	1	
8	Mr	RAMA SHANKAR GUPTA	AGSPG0764B	07843716	Non-Executive - Non Independent Director	Not Applicable		11-03-1970	15-07-2019				1	0	3	0	



Text Block	
Textual Information(1)	<p>1) As per the earlier suggestions received time to time from stock exchanges where the shares of the Company are listed, the Company was earlier following the practice that if a director is selected as Member as well as Chairman at the same time of any committee formed by Board, then his chairmanship was only counted for the purpose of disclosure in Corporate Governance Report. But as per the FAQ and Guidance Note issued by NSE on 11th October, 2019 for Corporate Governance filing, the calculation procedure is clearly provided and thus, in this report, based on that calculation procedure, both membership as well as chairmanship is taken into consideration.</p> <p>2) For disclosing number of post of Chairmanship in Audit / Stakeholder Committee held in listed entities including this listed entity, we relied on FAQ No. 9 issued by NSE on 11th October, 2019 for Corporate Governance filing. Thus, we had included the number of post of chairmanship held in all Public Limited Companies whether listed or not.</p>



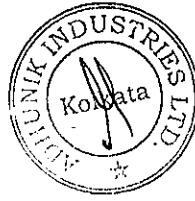
Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02476594	ASIT BARAN DASGUPTA	Non-Executive - Independent Director	Chairperson	26-06-2013		
2	00507690	MAHESH KUMAR AGARWAL	Non-Executive - Non Independent Director	Member	03-12-2009	15-07-2019	
3	08054202	SONAM AGARWAL	Non-Executive - Independent Director	Member	12-02-2018		
4	02706881	SHILPI MODI	Non-Executive - Independent Director	Member	06-12-2018		
5	07843716	RAMA SHANKAR GUPTA	Non-Executive - Non Independent Director	Member	15-07-2019		



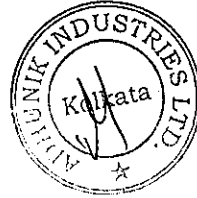
Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08054202	SONAM AGARWAL	Non-Executive - Independent Director	Chairperson	12-02-2018		
2	00507690	MAHESH KUMAR AGARWAL	Non-Executive - Non Independent Director	Member	03-12-2009	15-07-2019	
3	02706881	SHILPI MODI	Non-Executive - Independent Director	Member	06-12-2018		
4	08432440	TRILOK SHARMA	Non-Executive - Non Independent Director	Member	15-07-2019		



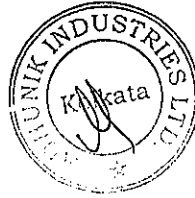
Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00507690	MAHESH KUMAR AGARWAL	Non-Executive - Non Independent Director	Chairperson	14-11-2011	15-07-2019	
2	01047906	MOHAN LAL AGARWAL	Non-Executive - Non Independent Director	Member	03-12-2009	15-07-2019	
3	08054202	SONAM AGARWAL	Non-Executive - Independent Director	Member	12-02-2018		
4	08432440	TRILOK SHARMA	Non-Executive - Non Independent Director	Chairperson	15-07-2019		
5	07843716	RAMA SHANKAR GUPTA	Non-Executive - Non Independent Director	Member	15-07-2019		



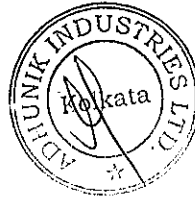
Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



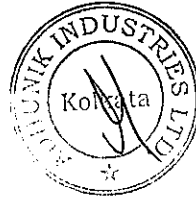
Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00507690	MAHESH KUMAR AGARWAL	Non-Executive - Non Independent Director	Chairperson	29-05-2014	15-07-2019	
2	01047906	MOHAN LAL AGARWAL	Non-Executive - Non Independent Director	Member	29-05-2014	15-07-2019	
3	02706881	SHILPI MODI	Non-Executive - Independent Director	Member	06-12-2018		
4	08432440	TRILOK SHARMA	Non-Executive - Non Independent Director	Chairperson	15-07-2019		
5	07843716	RAMA SHANKAR GUPTA	Non-Executive - Non Independent Director	Member	15-07-2019		



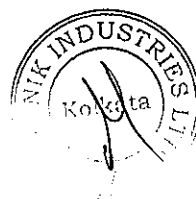
Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00227460	JUGAL KISHORE AGARWAL	MANAGEMENT AND FINANCE COMMITTEE	Executive Director	Chairperson	
2	00507690	MAHESH KUMAR AGARWAL	MANAGEMENT AND FINANCE COMMITTEE	Non-Executive - Non Independent Director	Member	
3	01047906	MOHAN LAL AGARWAL	MANAGEMENT AND FINANCE COMMITTEE	Non-Executive - Non Independent Director	Member	
4	08432440	TRILOK SHARMA	MANAGEMENT AND FINANCE COMMITTEE	Non-Executive - Non Independent Director	Member	
5	07843716	RAMA SHANKAR GUPTA	MANAGEMENT AND FINANCE COMMITTEE	Non-Executive - Non Independent Director	Member	



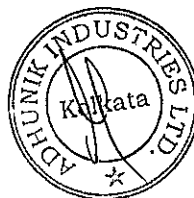
Annexure I							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
Sr	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	28-05-2019				Yes	6	3
2		15-07-2019	47		Yes	8	3
3		13-08-2019	28		Yes	6	3

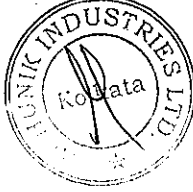


Annexure I								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of 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	28-05-2019				Yes	4	3
2	Audit Committee	13-08-2019	76			Yes	4	3
3	Nomination and remuneration committee	15-07-2019				Yes	3	2
4	Nomination and remuneration committee	13-08-2019	28			Yes	3	2

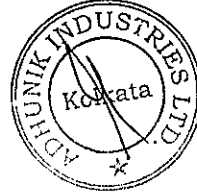


Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Textual Information(1)
Disclosure of notes of material transaction with related party			Textual Information(2)



Text Block					
Textual Information(1)	The Company had obtained approval of limits of Related Party Transaction for the FY 2018-19 to FY 2022-23 (5 Years) from equity shareholders by Special Resolution passed by means of Postal Ballot on 29/06/2018.				
Textual Information(2)	S. No.	Name of Related party	Nature of Relationship	Nature, particulars and material terms of the Contract	Amount (Rs. in Crores)
	1	Adhunik Corporation Ltd	Enterprises over which Key Management Personnel/ Shareholders/ Relatives have significant influence	Sale of Finished Goods/By Products (Ex-Factory / FOR)	2.99
	2	Adhunik Corporation Ltd	Enterprises over which Key Management Personnel/ Shareholders/ Relatives have significant influence	Purchase of Raw Materials (Ex-Factory / FOR)	50.45
					

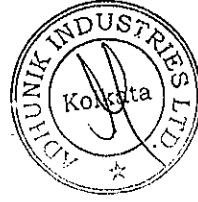
Note-The above Related Party transactions were entered into by the Company during the period 01/07/2019 to 30/09/2019 and executed at arms length price basis only.



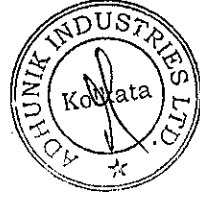
Annexure I		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure 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



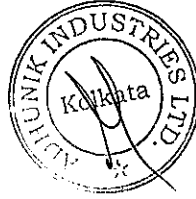
Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	JUGAL KISHORE AGARWAL
2	Designation	Managing Director



Text Block



Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	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	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				



Annexure III		
1	Name of signatory	JUGAL KISHORE AGARWAL
2	Designation	Managing Director



Signatory Details	
Name of signatory	JUGAL KISHORE AGARWAL
Designation of person	Managing Director
Place	KOLKATA
Date	14-10-2019

