

Quarterly Compliance Report on Corporate Governance

Name of the Company : Dhanuka Agritech Limited

Quarter Ending on : 31.12.2008

| Particulars | Clause of the Listing Agreement | Compliance Status | Remarks |
|---|---------------------------------|-------------------|---------|
| I. Board of Directors | 49 I | | |
| A. Composition of Board | 49(IA) | Yes | |
| B. Non-Executive Directors' compensation & disclosures | 49(IB) | Yes | |
| C. Independent Director | 49(IC) | Yes | |
| D. Code of Conduct | 49(ID) | – | |
| II. Audit Committee | 49 II | | |
| A. Qualified & Independent Audit Committee | 49(IIA) | Yes | |
| B. Meeting of Audit Committee | 49(II B) | Yes | |
| C. Powers of Audit Committee | 49(II C) | Yes | |
| D. Role of Audit Committee | 49(II D) | Yes | |
| E. Review of information by Audit Committee | 49(II E) | Yes | |
| III. Subsidiary Companies | 49 (III) | N.A | |
| IV. Disclosures | 49(IV) | | |
| A. Basis of Related Party Transactions | 49(IVA) | Yes | |
| B. Disclosures of Accounting Treatment | 49(IVB) | Yes | |
| C. Board Disclosures | 49(IVC) | Yes | |
| D. Proceeds from public issues, rights issues, preferential issues etc. | 49(IVD) | N.A | |
| E. Remuneration of Directors | 49(IVE) | Yes | |
| F. Management | 49(IVF) | Yes | |
| G. Shareholders | 49(IVG) | Yes | |
| V CEO/CFO Certification | 49 (VIII) | Yes | |
| VI Report on Corporate Governance | 49(IX) | Yes | |
| VII Compliance | 49(X) | Yes | |

For Dhanuka Agritech Limited

R.A.Tiwari

Company Secretary