



DHANVANTRI JEEVAN REKHA LTD.

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Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: M/s Dhanvantri Jeevan Rekha Ltd.
 Quarter ending on: 31.03.2015

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------|--------------------------|---------|
| II Board of Directors | 49 II | Yes | Nil |
| (A) Composition of Board Composition & Category: Executive Director 1 (Dr. V.S. Phull, Managing Director) Non Executive Director 6 Total 7 | 49(IIA) | Yes | Nil |
| (B) Independent Director The composition of Independent directors is as under: Mr P.S. Kashyap Mr. Ashok Kumar Chaudhary Mr. Abhimanyu Arora The Independent Directors, presently on the Board of the Company fulfill the criteria laid down in the clause. | 49(IIB) | Yes | Nil |
| (C) Non-executive Directors Compensation & Disclosures: The composition of non-executive directors, whose remuneration is determined by Board of Directors is as under: Mr. P.S.Kashyap Mr. Abhimanyu Arora Dr. S.P.Gupta Mrs. Shalini Sharma Mrs. Meenakshi Elhence Mr. Ashok Kumar Singh Chaudhary There is no compensation other than Sitting Fees paid to the non-executive directors for the quarter and year ended 31.03.2015. The same is within the limits as prescribed under The Companies Act, 2013 | 49 (IIC) | Yes | Nil |



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| (D) Other Provisions as to Board and Committees | 49 (IID) | Yes | Nil |
| E) Code of Conduct At present the strength of Board of Directors is 7 (Seven). During the Quarter ended 31.03.2015, one meetings of the Board of Directors were held on 13.02.2015 | 49 (IIE) | Yes | Nil |
| F) Whistle Blower Policy | 49 (IIF) | Yes | Nil |
| III. Audit Committee | 49 (III) | Yes | Nil |
| (A) Qualified & Independent Audit Committee Audit Committee: <ul style="list-style-type: none"> • Mr. Premjit S. Kashyap, Chairman • Mr. Abhimanyu Arora - Mr. Pankaj Gupta/ Company Secretary | 49 (IIIA) | Yes | Nil |
| (B) Meeting of Audit Committee During the quarter-ended 31.12.2014, Only one meeting of the audit committee was held on 13.02.2015 and gap between the said meeting held during the last quarter (i.e. Q3) did not exceed 4 months. | 49 (IIIB) | Yes | Nil |
| (C) Powers of Audit Committee. | 49 (IIIC) | Yes | Nil |
| (D) Role of Audit Committee. | 49 (IIID) | Yes | Nil |
| (E) Review of Information by Audit Committee. | 49 (IIIE) | Yes | Nil |
| IV. Nomination & Remuneration Committee. | 49 (IV) | Yes | Nil |
| V. Subsidiary Companies | 49 (V) | N.A | Nil |
| VI. Risk Management The Audit Committee has been delegated the role and power, inter alia of monitoring and reviewing of risk management and plan and other functions. Consequently the committee has been renamed as Audit & Risk Management Committee. | 49 (VI) | Yes | Nil |
| VII. Related Party Transactions | 49 (VII) | Yes | Nil |
| VIII. Disclosures | 49 (VIII) | Yes | Nil |
| (A) Basis of Related Party Transactions Transactions with the related Parties are disclosed in the Annual Report | 49 (VIII A) | Yes | Nil |
| (B) Disclosure of Accounting Treatment | 49 (VIII B) | Yes | Nil |
| (C) Remuneration of Directors The detailed disclosure of the remuneration shall be made in the Annual Report. | 49 (VIII C) | Yes | Nil |
| (D) Management A. Management Discussion and Analysis Report. The Information relating to Management Discussion and Analysis Report is set out in a separate section included in the Annual Report | 49 (VIII D) | Yes | Nil |



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| <p>(E) Shareholders</p> <p>In case of appointment and re-appointment of directors, their brief resume and other information is included in the Annual Report.</p> <p>Composition of "Shareholders/Investors Grievance Committee"</p> <ul style="list-style-type: none"> • Dr. V.S. Phull • Dr. S.P. Gupta • Mrs. Meenakshi Elhence <p>Meeting and Attendance during the quarter:</p> <p>No complaint was received during the quarter-ended 31.03.2015</p> <p>The Equity Shares of the Company are Listed on the following Stock Exchanges:</p> <ul style="list-style-type: none"> - The Stock Exchange, Mumbai - The Uttar Pradesh Stock Exchange Association Ltd. - The Delhi Stock Exchange Association Ltd. <p>The ISIN number issued for Equity Shares by NSDL is INE239F01015.</p> <p>The Registrar and Transfer Agent:</p> <p>M/s Beetal Financial & Computer Services Pvt. Ltd., New Delhi</p> <p>The Company has formed Share Transfer Committee comprising of:</p> <ul style="list-style-type: none"> • Ms. Shalini Sharma • Mr. Premjit S. Kashyap <p>Meetings and attendance during the quarter: Fortnightly meeting and the attendance was 75%.</p> <p>Registered Office or Address of Correspondence:</p> <p>Shareholders can send their Correspondence at the Registered Office of the Company at Number One, Saket Meerut</p> | 49 (VIII E) | Yes | Nil |
| (I) Proceeds from public issues, rights issue, preferential issues, etc. | 49 (VIII I) | N.A | Nil |
| IX. CEO/CFO Certification | 49 (IX) | Yes | Nil |
| X. Report on Corporate Governance The Report on Corporate governance of the Company is compiled in the Annual Report. | 49 (X) | Yes | Nil |



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| XI. Compliance The Company had obtained certificate from the auditors regarding compliance of conditions of corporate governance and annexed the same with the Annual Report and has also filed the same with Stock Exchange along-with the Annual Report. | 49 (XI) | Yes | Nil |
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