

Secretarial Compliance Report of Naga Dhunseri Group Limited
for the year ended 31st March, 2025

We, Sushil Tiwari & Associates, *Company Secretaries*, have examined:

- (a) all the documents and records made available to us and explanation provided by **Naga Dhunseri Group Limited** (CIN : L01132WB1918PLC003029) having its Registered Office at Dhunseri House, 4A, Woodburn Park, Kolkata – 700020, West Bengal (“the listed entity”);
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report, for the financial year ended 31st March, 2025 (“Review Period”) in respect of compliance with the provisions of :
 - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the SEBI;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
and circulars/ guidelines issued thereunder;
- (h) other regulations as applicable

and circulars / guidelines issued thereunder;



and based on the above examination, we hereby report that, during the Review Period :

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI (LODR) Regulations, 2015	Regulation 29	1 day delay in submission of disclosure under Regulation 29	NSE	Notice for non-compliance with SEBI (LODR) Regulations 2015	1 day delay in submission of disclosure under Regulation 29	Rs. 11,800 (including GST)	The co. has complied with the requirement of the notice by paying the requisite amount of the fine imposed by NSE on 18.03.2025	* The management's response is as mentioned below	NA
2.	SEBI (LODR) Regulations, 2015	Regulation 17(1A)	Prior approval of shareholders not obtained for appointment of Non Executive Director who attained the age of seventy-five years.	NSE	Notice for non-compliance with SEBI (LODR) Regulations 2015	Prior approval of shareholders not obtained for appointment of Non Executive Director who attained the age of seventy-five years.	Rs. 87,320 (including GST)	The co. has complied with the requirement of the notice and has paid the requisite amount of the fine imposed by NSE on 25.03.2025	** The management's response is as mentioned below	NA

* The management submitted its reply with the following detailed disclosures to NSE on 23.05.25 :

- Notice recd. from NSE was placed at Board Meeting held on 23.05.25
- The Board acknowledged the Stock Exchange(s) observations regarding non-compliance with Regulation 29 of the SEBI (LODR) Regulations, 2015 and took note of the fine imposed by NSE
- The Board took note that the Company has already complied with the requirements and paid the fine to the Stock Exchange on 18.03.2025
- The Board observed that the delayed filing was purely unintentional and advised the compliance team to ensure timely compliances in future.



** The management submitted its reply to NSE on 23.05.25 with the following details :

- The notice received from the Stock Exchange was placed at Board Meeting held on 23.05.25
- The Board reviewed and discussed the fine imposed on the Company.
- The Board examined the recent amendments to the Listing Regulations and acknowledged that prior approval of shareholders is reqd. for appointing or continuing the directorship of any person attaining the age of 75 years.
- The Board acknowledged that the Company has already complied with the Notice and paid the fine on 25.03.25
- The Compliance Team has been directed to exercise due diligence to prevent any recurrence of similar issues in the future

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended 31.03.2025	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Details of Violation/ deviation s and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
	NA	NA	NA	NA	NA	NA

I. We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
2.	Adoption and timely updation of the Policies: - All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities - All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	
3.	Maintenance and disclosures on Website: - The Listed entity is maintaining a functional website - Timely dissemination of the documents/ information under a separate section on the website - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website	Yes	
4.	Disqualification of Director: None of the Director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	During the financial year, the co. has further acquired 45.77% equity shares of Dhunseri Tea & Industries Ltd., making the total holding 54.56%. Consequently, Dhunseri Tea & Industries Ltd. has now become a subsidiary of the co.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	



Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval has been obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee,.	Yes	
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	Actions taken by SEBI or Stock Exchange(s), if any: The actions taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges are specified in the last column	Yes	NSE has imposed a fine of Rs. 11,800 for violation of Regulation 29 and a fine of Rs. 87,320 for violation of Regulation 17(1A) of SEBI (LODR) Regulations, 2015 (both amounts include GST)
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries	NA	No instance of resignation of statutory auditors was observed during the reporting period.
13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	



We further report that Regulation 46(2)(za) of the LODR Regulations pertaining to disclosure requirements of Employee Benefit Scheme Documents is not applicable to the listed entity.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



31A, S. P. Mukherjee Road,
Kolkata - 700 025

The 23rd day of May, 2025

UDIN : **A006199G000388691**

Peer Review Certificate no. : 2249/2022

For SUSHIL TIWARI & ASSOCIATES

Company Secretaries

Sushil Tiwari

[SUSHIL TIWARI]

Proprietor

ACS 6199

CP 1903

SUSHIL TIWARI
COMPANY SECRETARY
ACS 6199 CP 1903