General information about company Scrip code 000000 NSE Symbol **NDGL** MSEI Symbol NOTLISTED ISIN INE756C01015 Name of the entity NAGA DHUNSERI GROUP LIMITED Date of start of financial year 01-04-2023 Date of end of financial year 31-03-2024 Reporting Quarter Yearly Date of Report 31-03-2024 Not Applicable Risk management committee 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 Whether the listed entity has a Regular Chairperson Whether Chairperson is related to MD or CEO Title (Mr. Date of Category 3 of Name of the Director PAN DIN Category 1 of directors Category 2 of directors directors Birth Ms) CHANDRA KUMAR Chairperson related to 19-01-Non-Executive - Non 00005684 Mr **DHANUKA Independent Director** Promoter 1954 Non-Executive - Non 12-08-MRIGANK DHANUKA 00005666 Not Applicable Mr **Independent Director** 1980 05-09-Non-Executive - Non ARUNA DHANUKA 00005677 Mrs Not Applicable Independent Director 1959 12-03-Non-Executive - Non BHARATI DHANUKA 02397650 Not Applicable Mrs Independent Director 1980 Non-Executive - Independent INDRA KISHORE 14-10-00012320 Not Applicable Mr **KEJRIWAL** Director 1932 Non-Executive - Independent 10-08-RAJEEV RUNGTA 00122221 Not Applicable Mr Director 1961 GOBIND RAM Non-Executive - Independent 02-09-00133700 Not Applicable Mr **GOENKA** Director 1936 20-03-Non-Executive - Independent 08402204 Not Applicable **RUSHA MITRA** Mrs Director 1985 **I. Composition of Board of Directors** Disqualification of Directors under section 164 of the Companies Act, 2013 Whether the director is disqualified? Details of disqualification Start Date of disqualification End Date of disqualification Current status No No 3 No No 5 No 6 No No 8 No **I. Composition of Board of Directors** No of post No of Number of Chairperson Independent No of in Audit/ memberships Directorship Directorship Stakeholder Whether in Audit/ in listed in listed special Stakeholder Committee Tenure entities entities Committee(s) held in Notes for resolution Date of Notes for **Initial Date** including of including Reason including this Date of listed passed? passing Date of Rethis listed this listed of director for special listed entity [Refer Reg. entities appointment cessation providing providing appointment (in entity (Refer entity [with Cessation 17(1A) of resolution (Refer including PAN DIN months) Regulation reference to Regulation this listed Listing 17A of proviso to Regulations] 26(1) of entity (Refer Listing regulation Regulation Listing Regulations) 17A(1) & Regulations) 26(1) of 17A(2)] Listing Regulations) 31-08-31-08-NA 7 2 10 2 1974 1974 31-01-22-07-2 NA 5 0 1 0 2003 2019 31-10-10-02-3 0 3 0 NA4 2005 2017 12-02-12-02-0 0 0 NA 4 2021 2021 26-03-01-10-01-10-5 Yes 114 1 1 1 0 2019 2014 2019 01-10-01-10-6 NA 114 1 1 2 2 2014 2019 26-03-01-10-01-10-1 1 1 0 Yes 114 2019 2014 2019 26-05-26-05-8 7 7 8 3 NA 34 2021 2021 **Audit Committee Details** Whether the Audit Committee has a Regular Chairperson Yes Category 2 of Name of Committee Date of DIN Date of Category 1 of directors Sr Remarks Number members directors Appointment Cessation Non-Executive -Chairperson 00122221 RAJEEV RUNGTA 01-10-2014 **Independent Director** INDRA KISHORE Non-Executive -00012320 01-10-2014 Member KEJRIWAL **Independent Director GOBIND RAM** Non-Executive -00133700 Member 01-10-2014 GOENKA **Independent Director** CHANDRA KUMAR Non-Executive - Non 00005684 Member 30-05-2017 **DHANUKA Independent Director** Nomination and remuneration committee Whether the Nomination and remuneration committee has a Regular Chairperson Yes DIN Name of Committee Category 2 of Date of Date of Category 1 of directors Remarks directors Appointment Number members Cessation INDRA KISHORE Non-Executive -00012320 Chairperson 01-10-2014 KEJRIWAL **Independent Director** Non-Executive -00122221 01-10-2014 RAJEEV RUNGTA Member **Independent Director** GOBIND RAM Non-Executive -00133700 Member 01-10-2014 **GOENKA Independent Director Stakeholders Relationship Committee** Whether the Stakeholders Relationship Committee has a Regular Chairperson Yes Category 2 of DIN Name of Committee Date of Date of Category 1 of directors Remarks Appointment Number members directors Cessation MRIGANK Non-Executive - Non 00005666 Member 01-10-2014 **DHANUKA Independent Director** Non-Executive - Non 00005677 ARUNA DHANUKA Member 01-10-2014 **Independent Director** Non-Executive - Independent 00122221 RAJEEV RUNGTA Chairperson 13-11-2014 Director Risk Management Committee Whether the Risk Management Committee has a Regular Chairperson Name of Committee DIN Category 2 of Date of Date of Category 1 of Remarks Number members directors directors Appointment Cessation **Corporate Social Responsibility Committee** Whether the Corporate Social Responsibility Committee has a Regular Chairperson DIN Name of Committee Date of Category 1 of Category 2 of Date of Remarks Number members directors directors Appointment Cessation Other Committee Sr | DIN Number | Name of Committee members Name of other committee Category 1 of directors | Category 2 of directors | Remarks **Annexure 1** Annexure 1 **III. Meeting of Board of Directors** Disclosure of notes on meeting of board of directors explanatory Number of Date(s) of Date(s) of No. of Whether Total Number Maximum gap Notes for Directors present* meeting (if meeting (if Independent between any two requirement of of Directors (All directors not any) in the any) in the Directors including consecutive (in providing Quorum met as on date of attending the previous current number of days) Date (Yes/No) the meeting Independent quarter quarter meeting* Director) 11-11-2023 Yes 13-02-2024 93 Yes

| | | | | | <u>_</u> | | | <u> </u> | | | |
|--|--|---|---|-------------------------------|---------------------------------------|--|--|--|---|--|--|
| | | | | | | | | | | | |
| | Annexure 1 | | | | | | | | | | |
| IV. | 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 | Reson for not providing date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) | |
| 1 | Audit Committee | 11-11-2023 | | | | Yes | 4 | 4 | 3 | 0 | |
| 2 | Audit Committee | 13-02-2024 | 93 | | | Yes | 4 | 4 | 3 | 0 | |
| 3 | Nomination and remuneration committee | 13-02-2024 | | | | Yes | 3 | 3 | 3 | 0 | |
| 4 | Stakeholders Relationship Committee | 13-02-2024 | | | | Yes | 3 | 3 | 1 | 0 | |
| | | | | | | | | | | | |
| Annexure 1 | | | | | | | | | | | |
| V. Related Party Transactions | | | | | | | | | | | |

Subject

VI. Affirmations

Regulations, 2015

Subject

Sr

Item

directors

directors

Designation

Details of business

Terms and conditions of appointment of independent

Composition of various committees of board of

directors and senior

Blower policy

management personnel

Code of conduct of board of

Details of establishment of

Criteria of making payments

to non-executive directors

Policy on dealing with

related party transactions

Dividend Distribution policy

as per Regulation 43A(1)

Annual return as provided under section 92 of the

Confirmation that the above disclosures are in a separate

Compliance with regulation

Companies Act, 2013

section as specified in regulation 46(2)

46(3) with respect to accuracy of disclosures on

the website and timely

updating

II. Annual Affirmations

Board composition

Meeting of Board of directors

Particulars

28

NA

Yes

Yes

Yes

Independent director(s) have been appointed in terms

of specified criteria of independence and/or eligibility

vigil mechanism/ Whistle

Name of signatory

I. Disclosure on website in terms of Listing Regulations

Sr Subject

Whether prior approval of audit committee obtained

requirements) Regulations, 2015 a. Audit Committee

have been reviewed by Audit Committee

Whether shareholder approval obtained for material RPT

Whether details of RPT entered into pursuant to omnibus approval

Compliance status

(Yes/No/NA)

Yes

NA

NA

Annexure 1

The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements)

The composition of the following committees is in terms of SEBI(Listing obligations and disclosure

The composition of the following committees is in terms of SEBI(Listing obligations and disclosure

The composition of the following committees is in terms of SEBI(Listing obligations and disclosure

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 1000 listed entities)

This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

Compliance status

NIDHI KHAITAN

The committee members have been made aware of their powers, role and responsibilities as specified in SEBI

The meetings of the board of directors and the above committees have been conducted in the manner as specified

Annexure 1

Company Secretary and Compliance Officer

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

Web address

new.pdf

Policy.pdf

Remuneration-Policy.pdf

Transaction-Policy.pdf

https://nagadhunserigroup.com/about_company.html

https://nagadhunserigroup.com/investors/info/appt.html

https://nagadhunserigroup.com/corporate_governance.html

https://nagadhunserigroup.com/downloads/CodeofConductof-

https://nagadhunserigroup.com/downloads/Whistle-Blower-

https://nagadhunserigroup.com/downloads/Nomination-and-

https://nagadhunserigroup.com/downloads/Related-Party-

https://nagadhunserigroup.com/investors/gm/annual-return.html

If status is Noldetails of non-

compliance may be given

here.

https://nagadhunserigroup.com/

https://nagadhunserigroup.com/

Compliance status

(Yes/No/NA)

Yes

Yes

Yes

Annexure II

Regulation Number

16(1)(b) & 25(6)

17(1), 17(1A) &

17(1E)

17(2)

17(1C), 17(1D) &

If status is No

compliance may

details of non-

be given here.

requirements) Regulations, 2015. b. Nomination & remuneration committee

requirements) Regulations, 2015. c. Stakeholders relationship committee

(Listing obligations and disclosure requirements) Regulations, 2015.

in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

Compliance

(Yes/No/NA)

status

Yes

Yes

Yes

Yes

Yes

Yes

Yes

If status is Nordetails of non-

compliance may be given here.

Compliance status

(Yes/No)

Yes

Yes

Yes

Yes

NA

Yes

Yes

Yes

| | 1 3 | | | 5 1 |
|------|--|-------------------------------------|--|--|
| | Policy for determining material subsidiaries | Yes | | https://nagadhunserigroup.com/downloads/Policy-for-determining-Material-Subsidiaries.pdf |
| | Details of familiarization programmes imparted to independent directors | Yes | | https://nagadhunserigroup.com/downloads/programme- independent-directors.pdf |
| _ | Email address for grievance redressal and other relevant details | Yes | | https://nagadhunserigroup.com/investors/compliance/investor-grievance.html |
| 11 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | https://nagadhunserigroup.com/investors/compliance/investor-grievance.html |
| 12 | Financial results | Yes | | https://nagadhunserigroup.com/investors/fi/financial-results.html |
| 13 | Shareholding pattern | Yes | | https://nagadhunserigroup.com/investors/compliance/shp.html |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | | |
| | | | Annex | ure II |
| | Annexure II to be sub | omitted by listed | entity at the end | of the financial year (for the whole of financial year) |
| I. D | isclosure on website in terms (| | | , |
| | | 3 3 3 | If status is No | |
| Sr | Item | Compliance status (Yes/No/NA) | details of non- compliance may be given here. | Web address |
| 15.1 | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | | | |
| 15.2 | Audio or video recordings and transcripts of post earnings/quarterly calls | NA | | |
| 16 | New name and the old name of the listed entity | NA | | |
| 17 | Advertisements as per regulation 47 (1) | Yes | | https://nagadhunserigroup.com/investors/info/newspaper- publication.html |
| 18 | Credit rating or revision in credit rating obtained | NA | | |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | NA | | |
| 20 | Secretarial Compliance Report | Yes | | https://nagadhunserigroup.com/investors/compliance/scr.html |
| 21 | Materiality Policy as per Regulation 30 (4) | Yes | | https://nagadhunserigroup.com/downloads/Policy-for-determination-of-materiality-of-an-event-or-information.pdf |
| 22 | Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5) | Yes | | https://nagadhunserigroup.com/management.html |
| 23 | Disclosures under regulation 30(8) | Yes | | https://nagadhunserigroup.com/investors/compliance/reg30.html |
| 24 | Statements of deviation(s) or variations(s) as specified in regulation 32 | NA | | |
| | | | | |

| 4 | Quorum of Board meeting | | | 17(2A) | | Yes | | | | | |
|--------------------------------|--|-------------|-----------------------|-----------------------|--|--------------|-------------------|----------|--|----|--|
| 5 | Review of Compliance Reports | | | 17(3) | | Yes | | | | | |
| 6 | Plans for orderly succession for appointments Code of Conduct | | | | | Yes | | | | | |
| 7 8 | Code of Conduct Fees/compensation | | | Yes Yes | | | | | | | |
| 9 | Minimum Information | | | Yes | | | | | | | |
| 10 | Compliance Certificate | | | | Yes | | | | | | |
| | | Λ | | wo II | | | | | | | |
| | 1 A 66' | | An | nexu | re II | | | | | | |
| | Annual Affirmations | | Regulat | tion | Complia | nce status | If stat | tus is f | Noldetails of non- | | |
| Sr | Particulars | | Numbe | | (Yes/No | | | | may be given here. | | |
| | Risk Assessment & Management Performance Evaluation of Independent Dire | ostors | 17(10) | | Yes | | | | | | |
| 12 13 | Recommendation of Board | ectors | 17(10) 17(11) | | Yes Yes | | | | | | |
| | Maximum number of Directorships | | 17A | | Yes | | | | | | |
| 15 | Composition of Audit Committee | | 18(1) | | Yes | | | | | | |
| 16 | Meeting of Audit Committee | | 18(2) | | Yes | | | | | | |
| 17 | Role of Audit Committee and information to reviewed by the audit committee | be | 18(3) | | Yes | | | | | | |
| 18 | Composition of nomination & remuneration committee | | 19(1) 8 | z (2) | Yes | | | | | | |
| 10 | Quorum of Nomination and Remuneration | | 10(0.1) | <u> </u> | | | | | | | |
| 19 | Committee meeting | | 19(2A) | | Yes | | | | | | |
| 20 | Meeting of Nomination and Remuneration Committee | | 19(3A) | | Yes | | | | | | |
| | | | | | | | | | | | |
| | | | An | nexu | re II | | | | | | |
| II. | Annual Affirmations | | | $\overline{}$ | Compliance | atatua | Tf status | ia Na | Ataile of non-compliant | | |
| Sr | Particulars | Regulat | ion Nun | | Compliance (Yes/No/NA | | may be | | details of non-compliand here. | ce | |
| 21 | Role of Nomination and Remuneration Committee | 19(4) | | | Yes | | | | | | |
| 22 | Composition of Stakeholder Relationship | 20(1), 2 | 0(2) & | | Yes | | | | | | |
| | Committee Meeting of Stakeholders Relationship | 20(2A) | | | | | | | | | |
| 23 | Committee | 20(3A) | | | Yes | | | | | | |
| 24 | Role of Stakeholders Relationship Committee | 20(4) | | | Yes | | | | | | |
| 25 | Composition and role of risk management committee | 21(1),(2 |),(3),(4) | | NA | | | | | | |
| | Meeting of Risk Management Committee | 21(3A) | | | NA | | | | | | |
| 27 | Quorum of Risk Management Committee | 21(3B) | | | NA | | | | | | |
| | Gap between the meetings of the Risk | | | | | | | | | | |
| 28 | Management Committee | 21(3C) | | | NA | | | | | | |
| 29 | Vigil Mechanism | 22 | 1 4) (5) | | Yes | | | | | | |
| 30 | Policy for related party Transaction | 23(1), (2) | | , | Yes | | | | | | |
| | | | Λ | | wo II | | | | | | |
| - | A | | An | nexu | re II | | | | | | |
| | Annual Affirmations | | | Regu | lation | Compliance s | status | If stat | tus is Noldetails of non- | | |
| Sr | Particulars | | | Num | mber (Yes/No/NA) | | | comp | oliance may be given here | e. | |
| 31 | Prior or Omnibus approval of Audit Commit related party transactions | ttee for al | | 23(2), (3) NA | | | | | | | |
| 32 | Approval for material related party transaction | ons | () | | | NA | NA | | | | |
| 33 | Disclosure of related party transactions on cobasis | onsolidate | ed | 23(9) Yes | | | | | | | |
| 34 | Composition of Board of Directors of unliste | ed materia | al | 24(1) | 24(1) NA | | | | | | |
| | Subsidiary Other Corporate Governance requirements w | vith respe | ct to | | 4(2) (3) (4) | | | | | | |
| 35 | subsidiary of listed entity | | | (5) & (6) | | | | | | | |
| 36 37 | Alternate Director to Independent Director Maximum Tenure | | | 25(1) NA 25(2) Yes | | | | | | | |
| 37 | Appointment, Re-appointment or removal of | | endent | 23(2) | | | | | | | |
| 38 | Director through special resolution or the alt mechanism | ernate | | 25(2A) NA | | | | | | | |
| | Meeting of independent directors | | | 25(3) & (4) Yes | | | | | | | |
| 40 | Familiarization of independent directors | | | 25(7) | (5(7) Yes | | | | | | |
| | | | An | nexu | re II | | | | | | |
| II. | Annual Affirmations | | | | | | | | | | |
| Sr | Particulars | | Regulation | | | Compliance | | | atus is Noldetails of non- pliance may be given | - | |
| 31 | ratucuidis | | Number | | | (Yes/No/NA | A) | here | | | |
| | Declaration from Independent Director | | | 25(8) & (9) 25(10) | | Yes | | | | | |
| 42 | Directors and Officers insurance Confirmation with respect to appointment of | Independ | 25(10) lent 25(11) | | | NA | | | | | |
| 43 | Directors who resigned from the listed entity | | | 25(11) NA | | | | | | | |
| 44 | Memberships in Committees Affirmation with compliance to code of cond | duct from | | 26(1) Yes | | | | | | | |
| 45 | members of Board of Directors and Senior members of Board of Directors and Sen | | | | | Yes | | | | | |
| 46 | Disclosure of Shareholding by Non-Executiv | ve Directo | ors | 26 | (4) | Yes | | | | | |
| 47 | Policy with respect to Obligations of director management | rs and ser | nior | 26(2) & 26(5) | | Yes | | | | | |
| | Approval of the Board and shareholders for | | | | 20(C) NA | | | | | | |
| 48 | profit sharing in connection with dealings in the securities o the listed entity | | | 26 | 26(6) NA | | | | | | |
| 49 | Vacancies in respect Key Managerial Personnel | | | | 26A(1) & NA NA | | | | | | |
| | Any other information to be provided - Add Notes | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | An | nexu | re II | | | | | | |
| 1 | Name of signatory | NIDHI KI | HAITAN | J | | | | | | | |
| 2 | Designation | Company | Secretai | ry and | Compliance | Officer | | | | | |
| | | | | | | | | | | | |
| | | | Λ | no- | ro II | | | | | | |
| Annexure II III. Affirmations | | | | | | | | | | | |
| | | | | | | | Compliance status | | | | |
| Sr | Particulars The Listed Entity has approved Material Subsidiary Pol | | | | | | | | (Yes/No/NA) | | |
| 1 | The Listed Entity has approved Material Subsidiary Policy with respect to subsidiary of Listed Entity have been comp | | | | y and the Corporate Governance requirements plied | | | | NA | | |
| | Any other information to be provided | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | An | nexu | re II | | | | | | |
| 1 | Name of signatory NIDHI KHAITAN | | | | | | | | | | |
| 2 | Designation | Company | Secretai | ry and | 2 Designation Company Secretary and Compliance Officer | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |

Promoter or any other entity controlled by them

Promoter Group or any other entity controlled by

Directors (including relatives) or any other entity

KMPs or any other entity controlled by them

Promoter or any other entity controlled by them

Promoter Group or any other entity controlled by

Directors (including relatives) or any other entity

KMPs or any other entity controlled by them

breaches or loss of data or documents during the quarter

other form of debt availed by

Applicable

months

indirectly, in connection with any loan(s) or any other form of debt availed By

NA

NA

NA

NA

NIDHI KHAITAN

KOLKATA

17-04-2024

Date of the event

Signatory Details

Company Secretary and Compliance Officer

Number of cyber security incidence or breaches or loss of data event occurred during the quarter

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below

(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Textual Information(1)

Aggregate amount advanced during six

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or

Type (guarantee, comfort letter etc.)

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any

Balance

2000000

Aggregate amount

of issuance during

six months

0

outstanding at the

end of six months

Applicability of disclosure

Entity

Entity

them

controlled by them

Sr.

Name of signatory

Place

Date

Designation of person

controlled by them

Reason for Non Applicability

| Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months | | | |
|---|---|---|--|--|--|
| moter or any other entity controlled by them NA | | | | | |
| NA | 0 | 0 | | | |
| NA | 0 | 0 | | | |
| NA | 0 | 0 | | | |
| | | Textual Information(2) | | | |
| | | | | | |
| Affirmations | | | | | |
| All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. | | | | | |
| Ayush Beriwala | | | | | |
| CFO | | | | | |
| ace KOLKATA | | | | | |
| Date 17-04-2024 | | | | | |
| (| NA NA NA Ort letters (by whatever name called) or form of debt) given directly or oter group, director(s) (including their relatives) or any entity controlled by Ayush Beriwala CFO | NA 0 NA 0 NA 0 NA 0 NA 0 NA 0 Compliance Status Fort letters (by whatever name called) or form of debt) given directly or oter group, director(s) (including their cir relatives) or any entity controlled by Ayush Beriwala CFO | | | |

Balance outstanding at

account any invocation)

the end of six

months(taking into

| d of six months | |
|----------------------------|--|
| | |
| | |
| | |
| | |
| l Information(2) | |
| | |
| any Remarks | |
| | |
| l Information(3) | |
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| | |
| | |
| | |
| | |
| No | |
| | |
| Brief details of the event | |
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