



NAGA DHUNSERI GROUP LIMITED

CIN No. L01132WB1918PLC003029
REGISTERED OFFICE : DHUNSERI HOUSE
4A WOODBURN PARK, KOLKATA - 700 020
Phone : 2280 1950 (5 Lines) Fax : 91 33 2287 8995

Ref: NDG/7A/2020/

Date: 14.05.2020

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G, 5th Floor
Bandra Kurla Complex, Bandra (E),
Mumbai-400051

PAN- AABCN0997R
Symbol- (NDGL)

Sub: Compliance Report on Corporate Governance for the Quarter ended 31st March, 2020.

Dear Sir / Madam,

Pursuant to Regulation 27(2) (a) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed the quarterly Corporate Governance Report in the prescribed format for the quarter ended 31st March, 2020.

Please acknowledge the receipt.

Thanking You.

Yours faithfully,

For **Naga Dhunseri Group Limited**

Chitra Thakwani.



Chitra Thakwani
Company Secretary & Compliance Officer
ACS 54009

Encl: As stated above

Compliance Report on Corporate Governance

1. Name of Listed Entity: Naga Dhunseri Group Limited

2. Quarter Ending: 31st March, 2020

Title (Mr./ Ms.)	Name of the Director	PANS & DIN	Category (Chairperson / Executive/ Non-Executive/ independent/ Nominee)&	Initial Date of Appointment	Date of re-appointment	Date of Cessation	Tenure*	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity (Refer Regulation 17A (1) of Listing Regulations)	No. of Independent Directorship in Listed entities including this Listed Entities (in reference to proviso Regulation 17A(1))	No. of Memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) Note 1	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Chandra Kumar Dhanuka	PAN-ADGPD0857K DIN-00005684	Non-Executive Chairman / Promoter	31.08.1974	31.08.1974	-	-	19.01.1954	NA	-	7	2	10	2
Mr.	Mrigank Dhanuka	PAN-ADLPD0161H DIN-00005666	Non-Executive / Non-Independent	31.01.2003	22.07.2019	-	-	12.08.1980	NA	-	5	0	1	0
Mrs.	Aruna Dhanuka	PAN-ADQPD2489R DIN -00005677	Non-Executive / Non-Independent	31.10.2005	10.02.2017	-	-	05.09.1959	NA	-	4	0	3	0
Mr.	I.K. Kejriwal	PAN-AFOPK9138E DIN-00012320	Independent / Non-Executive	23.05.1977	01.10.2019	-	66 months	14.10.1932	Yes	26.03.2019	1	1	1	0
Mr.	Rajeev Rungta	PAN-ADJPR3786Q DIN-00122221	Independent / Non-Executive	31.01.2006	01.10.2019	-	66 months	10.08.1961	NA	-	2	1	2	2
Mr.	G.R. Goenka	PAN-ADPPG5980K DIN-00133700	Independent / Non-Executive	28.01.2009	01.10.2019	-	66 months	02.09.1936	Yes	26.03.2019	2	1	3	0

Whether Regular Chairperson appointed- Yes

Whether Chairperson is related to Managing Director or CEO-No

[§] PAN number of any director would not be displayed on the website of Stock Exchange

[&] Category of directors means Executive / Non-Executive / Independent / Nominee. if a director fits into more than one category write all categories separating them with hyphen

^{*} To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

Note 1: No. of Memberships in Audit / Stakeholder Committee also includes the Chairmanship.

II. Composition of Committees

Name of Committee	Whether regular Chairperson Appointed	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) &	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Rajeev Rungta	Chairperson / Non- Executive, Independent	30.10.2006	-
		I.K. Kejriwal	Non- Executive, Independent	30.10.2006	-
		G.R. Goenka	Non- Executive, Independent	28.01.2009	-
		C. K. Dhanuka	Non-Executive, Non- Independent	30.05.2017	-
2. Nomination & Remuneration Committee	Yes	I.K. Kejriwal	Chairperson / Non- Executive, Independent	28.01.2009	-
		Rajeev Rungta	Non- Executive, Independent	28.01.2009	-
		G.R. Goenka	Non- Executive, Independent	28.01.2009	-
3. Stakeholders Relationship Committee	Yes	Rajeev Rungta	Chairperson / Non- Executive, Independent	13.11.2014	-
		Aruna Dhanuka	Non- Executive, Non- Independent	30.01.2014	-
		Mrigank Dhanuka	Non-Executive, Non- Independent	30.01.2014	-

Category of directors means Executive / Non-Executive / Independent / Nominee. If a director fits into more than one category write all categories separating them with hyphen.

Note: The Board decided to dissolve the Risk Management Committee as the same is not applicable as per the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and RBI - Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015.

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
05.12.2019	14.02.2020	Yes	6	3	70

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
Audit Committee 14.02.2020	Yes	4	3	05.12.2019	70

* This information has to be mandatorily be given for Audit Committee, for rest of the committees giving the information is optional.

**to be filled in only for the current quarter meetings

V. Related Party Transactions

Subject	Compliance Status (Yes/No/NA) ^{refer note below}
Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

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**
- b. Nomination & Remuneration Committee - **Yes**
- c. Stakeholders Relationship Committee - **Yes**
- d. Risk Management Committee (applicable to the top 100 listed entities) - **NA**

3. 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**

4. 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**

5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **Nil**

For Naga Dhunseri Group Limited

Chitra Thakwani

Chitra Thakwani

Company Secretary & Compliance Officer

ACS 54009



Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Annexure II

NAGA DHUNSERI GROUP LIMITED

Quarter ending: 31st March, 2020

I. Disclosure on Website in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sl. No.	Item	Compliance Status (Yes / No / NA)
1	Details of Business	Yes
2	Terms and Conditions of Appointment of Independent Directors	Yes
3	Composition of various committees of Board of Directors	Yes
4	Code of Conduct of Board of Directors and Senior Management Personnel	Yes
5	Details of establishment of Vigil Mechanism / Whistle Blower Policy	Yes
6	Criteria of making payments to Non-Executive Directors	Yes
7	Policy on dealing with related party transactions	Yes
8	Policy for determining 'material' subsidiaries	Yes
9	Details of familiarization programmes imparted to Independent Directors	Yes
10	Contact information of the Designated Officials of the Listed Entity who are responsible for assisting and handling Investor Grievances	Yes
11	E-mail address for grievance redressal and other relevant details	Yes
12	Financial results	Yes
13	Shareholding Pattern	Yes
14	Details of Agreements entered into with the media companies and / or their associates	NA
15	Schedule of analyst or institutional investor meet and presentation made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA
16	New name and the old name of the listed entity	NA
17	Advertisements as per regulation 47(1)	Yes
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	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
21	Materiality Policy as per Regulation 30	Yes
22	Dividend Distribution Policy as per Regulation 43A (as applicable)	NA
23	It is certified that these contents on the website of the listed entity are correct	Yes

Annexure II

II. Annual Affirmations

Sl. No.	Particulars	Regulation Number	Compliance Status (Yes / No / NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or eligibility	16(1)(b) & 25(6)	Yes
2	Board Composition	17(1), 17(1A) & 17(1B)	Yes
3	Meeting of Board of Directors	17(2)	Yes
4	Quorum of Board Meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession of appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees / Compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
18	Quorum of Nominaton and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination & Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
23	Meeting of Risk Management Committee	21(3A)	NA
24	Vigil Mechanism	22	Yes
25	Policy for Related Party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	NA
27	Approval for material related party transactions	23(4)	NA
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)	NA
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	NA
33	Maximum Tenure	25(2)	Yes
34	Meeting of Independent Directors	25(3) & (4)	Yes
35	Familiarization of Independent Directors	25(7)	Yes
36	Declaration from Independent Directors	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	NA
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III. Affirmations

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to

Yes

* The Listed Entity has no Subsidiary.

For Naga Dhunseri Group Limited

Chitra Thakwani

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Company Secretary & Compliance Officer

ACS 54009

