



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: 13.10.2020

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 30th September, 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 30th September, 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: 30th September, 2020

I Composition of Board of Directors

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) of Listing Regulations)	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	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	-	72 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	-	72 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	-	72 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 I: 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)
-	30.07.2020#	Yes	5	3	-
-	15.09.2020%	Yes	5	3	46

*to be filled in only for the current quarter meetings

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 30.07.2020#	Yes	4	3	-	-
Audit Committee 15.09.2020%	Yes	4	3	-	46

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

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
1. 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.
2. 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 a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. **No**
b. Any comments/observations/advice of Board of Directors may be mentioned here: **NA**

#The Securities and Exchange Board of India vide circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/106 dated 24th June, 2020 had extended the timeline for submission of financial results under Regulation 33 and 52 of the LODR Regulations, till 31st July, 2020 owing to the prevalence of global pandemic COVID-19. Further, pursuant to circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/110 dated 26th June, 2020, the relaxation of maximum time gap between two board/Audit Committee meetings had been further extended till 31st July, 2020. Accordingly, the Company had conducted the Board Meeting and Audit Committee Meeting on 30th July, 2020.

%The Securities and Exchange Board of India vide circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/140 dated 29th July, 2020 had extended the timeline for submission of financial results under Regulation 33 of the LODR Regulations for the quarter ended 30th June, 2020 to 15th September, 2020. Accordingly, the Company had conducted the Board Meeting and Audit Committee Meeting on 15th September, 2020.

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.

Details submitted by listed entity at the end of 6 months after end of Financial Year along-with second quarter's report of next Financial Year

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes (Business Responsibility Report is not applicable to the Company and hence not uploaded on the Company's website.)
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes Mr. Rajeev Rungta, Chairman of the Audit Committee was present in the Annual General Meeting.
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	No Mr. I. K. Kejriwal, Chairman of the Nomination and remuneration Committee was not present in the Annual General Meeting.
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes Mr. Rajeev Rungta, Chairman of the Stakeholder Relationship Committee was present in the Annual General Meeting.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note		
<p>1 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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><i>Chitra Thakwani</i></p> <p>Name: Chitra Thakwani Designation: Company Secretary & Compliance Officer ACS 54009</p> 		