



## 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/2022/

Date: 18.10.2022

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

Symbol- (NDGL)

**Sub: Compliance Report on Corporate Governance for the Quarter ended 30<sup>th</sup> September, 2022.**

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 30<sup>th</sup> September, 2022.

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, 2022**

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
Mrs.	Bharati Dhanuka	PAN-AAQPJ2406B DIN- 02397650	Non-Executive / Non-Independent	12.02.2021	12.02.2021	-	-	12.03.1980	NA	-	4	0	0	0
Mr.	I.K. Kejriwal	PAN-AFOPK9138E DIN-00012320	Independent / Non-Executive	23.05.1977	01.10.2019	-	96 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	-	96 months	10.08.1961	NA	-	1	1	2	2
Mr.	G.R. Goenka	PAN-ADPPG5980K DIN-00133700	Independent / Non-Executive	28.01.2009	01.10.2019	-	96 months	02.09.1936	Yes	26.03.2019	1	1	1	0
Mrs.	Rusha Mitra	PAN-BVSPS9263D DIN-08402204	Independent / Non-Executive	26.05.2021	26.05.2021	-	16 month	20.03.1985	NA	-	7	7	7	2

Whether Regular Chairperson appointed- Yes

Whether Chairperson is related to Managing Director or CEO-No

<sup>5</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup> 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.

<b>II. Composition of Committees</b>					
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.					
<b>Note:</b> 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.					
<b>III. Meeting of Board of Directors</b>					
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)
30.05.2022	09.08.2022	Yes	8	3	70
* to be filled in only for the current quarter meetings					
<b>IV. Meeting of Committees</b>					
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 09.08.2022	Yes	3	2	30.05.2022	70
Stakeholder Relationship Committee 09.08.2022	Yes	2	1		-
Nomination and Remuneration Committee				27.05.2022	

\* 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) <sup>refer note below</sup>
Whether prior approval of audit committee obtained	Yes
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. 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

Name of Listed Entity: Naga Dhunseri Group Limited

Half year Ending: 30th September, 2022

## 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:		
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	Rs. 40,00,000

## B Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

## C Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

## II. 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.

For Naga Dhunseri Group Limited



Ayush Beriwal  
Chief Financial Officer



## Note

1 These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

- by a government company to/ for the Government or government company
- by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
- by a banking company or an insurance company ; and
- by the listed entity to its employees or directors as a part of the service conditions

2 If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..