



## 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/2019/

Date: 11.01.2019

**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)

Dear Sir,/ Madam

**Sub: Compliance Report on Corporate Governance for the Quarter ended 31<sup>st</sup> December, 2018.**

Pursuant to Regulation 27(2)(a) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find enclosed the quarterly Corporate Governance Report in the prescribed format for the quarter ended 31<sup>st</sup> December, 2018.

Please acknowledge the receipt.

Thanking You.

Yours faithfully,  
For **Naga Dhunseri Group Limited**

*Chitra Thakwani*



**Chitra Thakwani**  
**Company Secretary**  
**ACS 54009**

Encl: As stated above

## Compliance Report on Corporate Governance

1	Name of Listed Entity	<b>NAGA DHUNSERI GROUP LIMITED</b>
2	Quarter ending	31.12.2018

### I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PANs & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)&	Date of Appointment in the current term /cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	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.	C.K. Dhanuka	PAN-ADGPD0857K DIN-00005684	Non-Executive Chairman	31/08/1974		2	10	2
Mr.	Mrigank Dhanuka	PAN-ADLPD0161H DIN-00005666	*Managing Director/ Executive/ Non-Independent	31/01/2003		0	1	0
Mrs.	Aruna Dhanuka	PAN-ADQPD2489R DIN-00005677	Non-Executive / Non-Independent	31/10/2005		0	3	0
Mr.	I.K. Kejriwal	PAN-AFOPK9138E DIN-00012320	Independent / Non-Executive	01/10/2014	51 months	2	1	0
Mr.	Rajeev Rungta	PAN-ADJPR3786Q DIN-00122221	Independent / Non-Executive	01/10/2014	51 months	1	2	2
Mr.	G.R. Goenka	PAN-ADPPG5980K DIN-00133700	Independent / Non-Executive	01/10/2014	51 months	1	3	0

<sup>§</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.

### II. Composition of Committees

Name of Committee	Name of Committee members	Date of Appointment	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>&amp;</sup>
1. Audit Committee	Rajeev Rungta I.K. Kejriwal G.R. Goenka C. K. Dhanuka	30.10.2006 30.10.2006 28.01.2009 30.05.2017	Chairperson / Non- Executive, Independent Non- Executive, Independent Non- Executive, Independent Non-Executive, Non- Independent
2. Nomination & Remuneration Committee	I.K. Kejriwal Rajeev Rungta G.R. Goenka	28.01.2009 28.01.2009 28.01.2009	Chairperson / Non- Executive, Independent Non- Executive, Independent Non- Executive, Independent
3. Stakeholders Relationship Committee	Rajeev Rungta Aruna Dhanuka Mrigank Dhanuka	13.11.2014 30.01.2014 30.01.2014	Chairperson / Non- Executive, Independent Non- Executive, Non- Independent Executive, Non- Independent

4. Risk Management Committee	C. K. Dhanuka	13.02.2015	Chairperson / Non- Executive/ Non- Independent
	Aruna Dhanuka	13.02.2015	Non- Executive, Non- Independent
	Rajeev Rungta	13.02.2015	Non- Executive, Independent

& 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.

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	Maximum gap between any two consecutive meetings (in number of days)
09.08.2018	13.11.2018	95

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1. Audit Committee 13.11.2018	All 4 members were present	09.08.2018	95

\* 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) <sup>refer note below</sup>
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. - <b>Yes</b>
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Audit Committee - <b>Yes</b> Nomination & Remuneration Committee - <b>Yes</b> Stakeholders Relationship Committee - <b>Yes</b> Risk Management Committee (applicable to the top 100 listed entities) - <b>NA</b>
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. - <b>Yes</b>
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. - <b>Yes</b>
5. Any comments/observations/advice of Board of Directors may be mentioned here: <b>Nil</b>

For Naga Dhunseri Group Limited

Chitra Thakwani  
  
**Chitra Thakwani**  
 Company Secretary  
 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.