

## 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/2018/

Date:10.04.2018

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> March, 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> March, 2018.

Please acknowledge the receipt.

Thanking You

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

  
Chandra Kumar Dhanuka  
Director (DIN: 00005684)

Enclo: As stated above

Email: [mail@nagadhunserigroup.com](mailto:mail@nagadhunserigroup.com) Website : [www.nagadhunserigroup.com](http://www.nagadhunserigroup.com)

## Compliance Report on Corporate Governance

1	Name of Listed Entity	NAGA DHUNSERI GROUP LIMITED
2	Quarter ending	31.03.2018

### I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee) <sup>&amp;</sup>	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 / 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	42 months	1	1	0
Mr.	Rajeev Rungta	PAN-ADJPR3786Q DIN-00122221	Independent / Non- Executive	01/10/2014	42 months	1	2	2
Mr.	G.R. Goenka	PAN-ADPPG5980K DIN-00133700	Independent / Non- Executive	01/10/2014	42 months	1	3	0

\*Mr Mrigank Dhanuka appointed as Managing Director w.e.f. 08.02.2018.

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

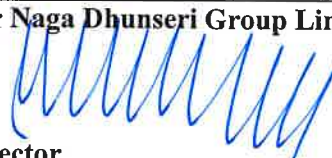
<sup>&</sup> Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* 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.

### II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>&amp;</sup>
1. Audit Committee	Rajeev Rungta I.K. Kejriwal G.R. Goenka C. K. Dhanuka	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	Chairperson / Non- Executive, Independent Non- Executive, Independent Non- Executive, Independent
3. Stakeholders Relationship Committee'	Rajeev Rungta Aruna Dhanuka Mrigank Dhanuka	Chairperson / Non- Executive, Independent Non- Executive, Non- Independent Executive, Non- Independent
4. Risk Management Committee	Chandra Kumar Dhanuka Aruna Dhanuka Rajeev Rungta	Chairperson / Non- Executive/ Non- Independent Non- Executive, Non- Independent Non- Executive, Independent

<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

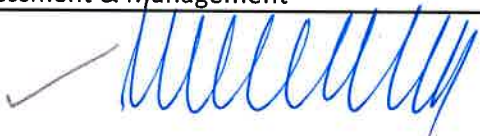
<b>III. Meeting of Board of Directors</b>			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)	
13.11.2017	08.02.2018	86	
<b>IV. Meeting of Committees</b>			
Date(s) of meeting of 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 08.02.2018	All 4 members were present	13.11.2017	86
* This information has to be mandatorily be given for audit committee, for rest of the committees giving the information is optional.			
<b>V. Related Party Transactions</b>			
Subject		Compliance Status (Yes/No/NA) <sup>refer note</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	
<b>Note</b>			
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.			
<b>VI. Affirmations</b>			
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. Any comments/observations/advice of Board of Directors may be mentioned here: Yes			
<b>For Naga Dhunseri Group Limited</b>			
			
<b>Director</b>			

**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****1. NAGA DHUNSERI GROUP LIMITED****2. Year Ending: 31.03.2018**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes



Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<b>III Affirmations:</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied- Not Applicable		
<b>Name &amp; Designation</b>	Chandra Kumar Dhanuka Director	
<b>Signature</b>	