



## 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: 12.04.2019

**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> March, 2019.**

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 31<sup>st</sup> March, 2019.

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	<b>NAGA DHUNSERI GROUP LIMITED</b>
2	Quarter ending	31.03.2019

### 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	08/02/2017		0	1	0
Mrs.	Aruna Dhanuka #	PAN-ADQPD2489R DIN-00005677	Non-Executive / Non-Independent	10/02/2017		0	3	0
Mr.	I.K. Kejriwal	PAN-AFOPK9138E DIN-00012320	Independent / Non-Executive	01/10/2014	54 months	2	1	0
Mr.	Rajeev Rungta	PAN-ADJPR3786Q DIN-00122221	Independent / Non-Executive	01/10/2014	54 months	1	2	2
Mr.	G.R. Goenka	PAN-ADPPG5980K DIN-00133700	Independent / Non-Executive	01/10/2014	54 months	1	3	0

§ 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.

\*\*Original date of appointment of Mr. Mrigank Dhanuka was 31/01/2003 where as he was appointed as the Managing Director of the Company w.e.f. 08/02/2017.

# Original date of appointment of Mrs. Aruna Dhanuka was 31/10/2005, but her appointment as a Director in the current designation is w.e.f. 10/02/2017.

### II. Composition of Committees

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

4. Risk Management Committee	C. K. Dhanuka Aruna Dhanuka Rajeev Rungta	13.02.2015 13.02.2015 13.02.2015	Chairperson / Non- Executive/ Non- Independent Non- Executive, Non- Independent Non- Executive, Independent
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\* 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)
13.11.2018	08.02.2019	86

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*
Audit Committee 08.02.2019	3 directors were present	13.11.2018	86

\* 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 and 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**


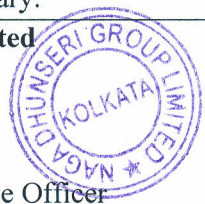
<b>1. Name of the Company</b>	<b>NAGA DHUNSERI GROUP LIMITED</b>
<b>2. Year Ending</b>	<b>31.03.2019</b>

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

<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

**II. Annual Affirmations**

<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)	NA
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.		Yes*
*The Listed Entity has no subsidiary.		
For Naga Dhunseri Group Limited		
  Chitra Thakwani Company Secretary & Compliance Officer ACS 54009		