



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/SA/7 & 7A/2017/ 138

09/10/2017

The Secretary The National Stock Exchange of India Ltd, Exchange Plaza, Plot No. C/1, G – Block, Bandra- Kurla Complex, Bandra (E) Mumbai-400051 Symbol-(NDGL) Pan No- AABCN0997R	The Calcutta Stock Exchange Association Ltd. 7, Lyons Range Kolkata-700001 Stock Code-(10024005) Pan No- AABCN0997R
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Dear Sirs,

Sub: Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015

Please find enclosed the quarterly Corporate Governance Report in the prescribed format for the quarter ended 30th September, 2017 along with Annexure III.

Kindly acknowledge receipt.

Thanking you,

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

Shilpa Agarwal

Shilpa Agarwal
Company Secretary

Encl: As stated above.

Compliance Report on Corporate Governance

1	Name of Listed Entity	NAGA DHUNSERI GROUP LIMITED
2	Quarter ending	30.09.2017

I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	PAN ⁵ & 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	Non- Executive / Non- Independent	31/01/2003		0	1	0
Mrs.	Aruna Dhanuka	PAN-ADQPD2489R DIN-00005677	Non- Executive / Non- Independent	31/10/2005		0	2	0
Mr.	I.K. Kejriwal	PAN-AFOPK9138E DIN-00012320	Independent / Non- Executive	01/10/2014	36 months	1	1	0
Mr.	Rajeev Rungta	PAN-ADGPR3786Q DIN-00122221	Independent / Non- Executive	01/10/2014	36 months	1	2	2
Mr.	G.R. Goenka	PAN-ADPPG5980K DIN-00133700	Independent / Non- Executive	01/10/2014	36 months	2	3	0

⁵ 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.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)*
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 ⁷	Rajeev Rungta Aruna Dhanuka Mrigank Dhanuka	Chairperson / Non- Executive, Independent Non- Executive, Non- Independent Non- 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


* 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)	
30.05.2017	08.08.2017	69	
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 08.08.2017	All 4 members were present	30.05.2017	69
* This information has to be mandatorily be given for audit committee, for rest of the committees giving the information is optional. giving this information is optional			
V. Related Party Transactions			
Subject		Compliance Status (Yes/No/NA) ^{refer note}	
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) - Yes			
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			
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			
4. Any comments/observations/advice of Board of Directors may be mentioned here: NIL			
For Naga Dhunseri Group Limited NAGA DHUNSERI GROUP LTD.  Shilpa Agarwal Company Secretary & Compliance Officer			

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.

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter 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
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</p> <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>NAGA DHUNSERI GROUP LTD.  Company Secretary</p> <p>Name & Designation SHILPA AGARWAL Company Secretary & Compliance Officer</p>		