



## **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

Stock Code-( 10024005) Pan No- AABCN0997R  
Email ID : mail@nagadhunserigroup.com

Ref: NDG /SD/7A/2017/

02/01/2017

The Secretary  
The National Stock Exchange of India Ltd,  
Exchange Plaza, Plot No.C/1, G – Block,  
Bandra- Kurla Complex, Bandra (E)  
Mumbai-400051

Dear Sir,

**Sub: Regulation 27(2) of SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015**

Please find enclosed the quarterly Corporate Governance Report in the prescribed format for the quarter ended 31<sup>st</sup> December, 2016

Kindly acknowledge receipt.

Thanking you,

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

A.K. Sarkar  
Company Secretary

Encl: As stated above.

**Compliance Report on Corporate Governance**

1	Name of Listed Entity	NAGA DHUNSERI GROUP LIMITED
2	Quarter ending	31.12.2016

<b>I. Composition of Board of Directors</b>								
Title (Mr./ Ms)	Name of the Director	PAN <sup>s</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/ Promoter	31/08/1974		6	6	1
Mr.	Mrigank Dhanuka	PAN-ADLPD0161H DIN-00005666	Non- Executive/ Non- Independent	31/01/2003		5	1	-
Mrs.	Aruna Dhanuka	PAN-ADQPD2489R DIN-00005677	Executive (Managing Director) / Non- Independent	31/10/2005		3	2	-
Mr.	I.K. Kejriwal	PAN-AFOPK9138E DIN-00012320	Independent / Non- Executive	23/05/1977	Appointed as Independent Director for 5 years with effect from 1 <sup>st</sup> October, 2014	1	1	-
Mr.	Rajeev Rungta	PAN-ADGPR3786Q DIN-00122221	Independent / Non- Executive	31/01/2006	Appointed as Independent Director for 5 years with effect from 1 <sup>st</sup> October, 2014	2	2	2
Mr.	G.R. Goenka	PAN-ADPPG5980K DIN-00133700	Independent / Non- Executive	28/01/2009	Appointed as Independent Director for 5 years with effect from 1 <sup>st</sup> October, 2014	2	3	1

<sup>s</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.

<b>II. Composition of Committees</b>		
Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>s</sup>
1. Audit Committee	Rajeev Rungta I.K. Kejriwal G.R. Goenka	Chairman/Non- Executive, Independent Non- Executive, Independent Non- Executive, Independent



2.Nomination & Remuneration Committee	I.K. Kejriwal Rajeev Rungta G.R. Goenka	Chairman/Non- Executive, Independent Non- Executive , Independent Non- Executive, Independent
3.Stakeholders Relationship Committee'	Rajeev Rungta Aruna Dhanuka Mrigank Dhanuka	Chairman/ Non- Executive, Independent Executive, Promoter Non- Executive, Promoter
* 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 (in number of days)
09.08.2016	03.11.2016	85

### 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 3.11.16	2 members were present	09.08.2016	85
3.Stakeholders Relationship Committee 27.10.2016 24.11.2016 15.12.2016	Yes, all members were present Yes, all members were present Yes, all members were present	01.07.2016 28.07.2016 04.08.2016 08.09.2016	-

\* 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	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

- 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

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  - Audit Committee
  - Nomination & Remuneration Committee
  - Stakeholders Relationship Committee
  - Risk Management Committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.  
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.
- Any comments/observations/advice of Board of Directors may be mentioned here: NIL

**For Naga Dhunseri Group Limited**



**A.K. Sarkar**

**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.