



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. ⁰²

04/04/2017

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 31st March, 2017.

Kindly acknowledge receipt.

Thanking you,

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

Shilpa Agarwal

Shilpa Agarwal
Company Secretary

Encl: As stated above.

Mail@nagadhunserigroup.com

nobhuvania@dhunseri.com; Website : www.nagadhunserigroup.com

Compliance Report on Corporate Governance

Name of Listed Entity	NAGA DHUNSERI GROUP LIMITED
Quarter ending	31.03.2017

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN [§] & 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		6	7	1
Mr.	Mrigank Dhanuka	PAN-ADLPD0161H DIN-00005666	Non- Executive/ Non-Independent	31/01/2003		5	1	-
Mrs.	Aruna Dhanuka	PAN-ADQPD2489R DIN-00005677	Non- Executive / Non-Independent	31/10/2005**		4	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 st 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 st October,2014	3	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 st October,2014	2	3	-

[§] 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

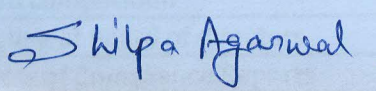
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

** Has been appointed as Managing Director on 1st July, 2014 for a period of 5 years and resigned from the post of Managing Director of the Company with effect from closure of business hours on 9th February, 2017 while continuing as Director.

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	Chairperson /Non- Executive, Independent Non- Executive, Independent Non- Executive, 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 Non- Executive, Non- Independent
4. Risk Management Committee	Chandra Kumar Dhanuka Aruna Dhanuka Rajeev Rungta	Chairperson / Non- Executive 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)	
03.11.2016	09.02.2017	97	
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 09.02.2017	2 out of 3 members were present	03.11.16	97
* 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			
<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>			
VI. Affirmations			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. -Yes</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>a. Audit Committee - Yes</p> <p>b. Nomination & Remuneration Committee - Yes</p> <p>c. Stakeholders Relationship Committee - Yes</p> <p>d. Risk Management Committee (applicable to the top 100 listed entities) - NA</p> <p>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</p> <p>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</p> <p>4. Any comments/observations/advice of Board of Directors may be mentioned here: NIL</p>			
For Naga Dhunseri Group Limited			
			
<p>Shilpa Agarwal Company Secretary & Compliance Officer</p>			

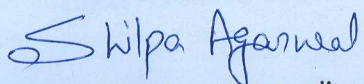
Note:

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.

1. Naga Dhunseri Group Limited

2. Year Ending: 31.03.2017

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
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	Yes	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
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)	NA
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
III Affirmations:		
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		
Shilpa Agarwal		
 Company Secretary & Compliance Officer		