

### Compliance Report on Corporate Governance

1	Name of Listed Entity	NAGA DHUNSERI GROUP LIMITED
2	Quarter ending	31.03.2016

<b>I. Composition of Board of Directors</b>								
Title (Mr./ Ms)	Name of the Director	PAN <sup>§</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	1	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>§</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>§</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 Non- 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)
09.11.2015	12.02.2016	95

### 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 12.02.2016	Yes, all members were present	09.11.2015	95
3.Stakeholders Relationship Committee 28.01.2016 18.02.2016 18.03.2016	Yes, all members were present Yes, all members were present Yes, all members were present	17.12.2015 05.11.2015 29.10.2015 08.10.2015	-

\* 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

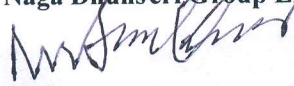
- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the 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.