

Format of Quarterly Compliance Report on Corporate Governance

Name of the Company: NAGA DHUNSERI GROUP LIMITED

Reg Office: " Dhunseri House" , 4A, Woodburn Park, Kolkata- 700020


Quarter ending on: 31st December 2014

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------|--------------------------|--|
| II. Board of Directors | 49 (II) | | |
| (A) Composition of Board | 49 (IIA) | Yes | |
| (B) Independent Directors | 49 (IIB) | Yes | |
| (C) Non-executive Directors' Compensation & disclosures | 49 (IIC) | Yes | will be complied in the next Annual Report |
| (D) Other Provisions as to Board and Committees | 49 (IID) | Yes | |
| (E) Code of Conduct | 49 (IIE) | Yes | |
| (F) Whistle Blower Policy | 49 (IIF) | Yes | |
| III. Audit Committee | 49 (III) | Yes | |
| (A) Qualified & Independent Audit Committee | 49 (IIIA) | Yes | |
| (B) Meeting of Audit Committee | 49 (IIIB) | Yes | |
| (C) Powers of Audit Committee | 49 (IIIC) | Yes | |
| (D) Role of Audit Committee | 49 (IIID) | Yes | |
| (E) Review of Information by Audit Committee | 49 (IIIE) | Yes | |
| IV. Nomination and Remuneration Committee | 49 (IV) | Yes | |
| V. Subsidiary Companies | 49 (V) | N.A. | No Subsidiary |
| VI. Risk Management | 49 (VI) | N.A. | |
| VII. Related Party Transactions | 49 (VII) | Yes | will be complied in the next Annual Report |
| VIII. Disclosures | 49 (VIII) | | |
| (A) Related party transactions | 49 (VIIIA) | Yes | will be complied in the next Annual Report |
| (B) Disclosure of Accounting Treatment | 49 (VIIIB) | Yes | will be complied in the next Annual Report |
| (C) Remuneration of Directors | 49 (VIIC) | Yes | will be complied in the next Annual Report |
| (D) Management | 49 (VIID) | Yes | will be complied in the next Annual Report |
| (E) Shareholders | 49 (VIIIE) | Yes | Details disclosed in Annual Report of 2013-14. Will be disclosed in Annual Report of 2014-15 . |
| (F) Disclosure of resignation of Directors | 49 (VIIF) | Yes | |
| (G) Disclosure of formal letter of appointment | 49 (VIIG) | Yes | |
| (H) Disclosure in the Annual report | 49 (VIIH) | Yes | will be complied in the next Annual Report |
| (I) Proceeds from public issue, rights | 49 (VIII I) | N.A. | No public issue was made |

Securities and Exchange Board of India

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|-----------------------------------|-----------------------------|--------------------------|---|
| issue, preferential issue, etc | | N.A | |
| IX. CEO/CFO Certification | 49 (IX) | Yes | will be complied in the next Annual Report |
| X. Report on Corporate Governance | 49 (X) | | Detailed Compliance Report provided in 2013-14 . For FY 2014-15 will be complied in the next Annual Report |
| XI. Compliance | 49 (XI) | Yes | Certificate Annexed with Annual Report of 2013-14 . For FY 2014-15 will be complied in the next Annual Report |

NAGA DHUNSERI GROUP LTD.


Company Secretary