

DHUNSERI INVESTMENTS LIMITED

REGISTERED OFFICE : DHUNSERI HOUSE 4A, WOODBURN PARK, KOLKATA - 700 020

CIN: L15491WB1997PLC082808

Ref. No. DIL/108/2020/

12.10.2020

To,
BSE Limited
(Scrip Code: 533336)
Floor 25, P. J. Towers
Dalal Street
Mumbai - 400001

National Stock Exchange of India Limited
(Symbol: DHUNINV)
Exchange Plaza
Plot No: C/1, G Block
Bandra – Kurla Complex, Bandra (E)
Mumbai – 400 051

Sub: Compliance Report on Corporate Governance for the Half Year ended 30th September, 2020

Dear Sir / Ma'am,

Pursuant to Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Corporate Governance Report in the prescribed format for the half year ended 30th September, 2020.

Thanking You.

Yours faithfully,
For **Dhunseri Investments Limited**

Priya Agarwal

Priya Agarwal
Company Secretary & Compliance Officer
ACS 38800



Encl: As above.

Compliance Report on Corporate Governance

1. Name of Listed Entity: Dhunseri Investments Limited

2. Quarter Ending: 30th September, 2020

I. Composition of Board

Title (Mr./Ms.)	Name of the Director	PANS & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)	Initial Date of Appointment	Date of reappointment	Date of Cessation	Tenure*	Date of Birth	Whether Special Resolution passed?	Date of passing Special Resolution	No. of Directorship in listed entities including this Listed entity (Refer Regulation 17A (1) of Listing Regulations)	No. of Independent Directorship in Listed entities including this Listed Entities (in reference to proviso Regulation 17A(1) of Listing Regulations)	No. of Memberships in Audit / Stakeholder Committee(s) including this Listed entity (Refer Regulation 26(1) of Listing Regulations) Note 1	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.	Chandra Kumar Dhanuka	PAN-ADGPD0857K DIN-00005684	Non- Executive Director / Chairperson	27-11-2009	09-09-2014			19-01-1954	NA		7	2	10	2
Mrs.	Aruna Dhanuka	PAN-ADQPD2489R DIN- 00005677	Managing Director/ Executive/ Non-Independent Director	24-01-2001	27-05-2016			05-09-1959	NA		4	0	3	0
Mr.	Mrigank Dhanuka	PAN-ADLPD0161H DIN- 00005666	Non- Executive / Non- Independent Director	27-11-2009	27-05-2016			12-08-1980	NA		5	0	1	0
Mr.	Brijesh Kumar Biyani	PAN-AEKP3103M DIN- 00279328	Non- Executive / Non- Independent Director	27-11-2009	27-11-2009			12-01-1952	NA		1	0	0	0
Mr.	Purushottam Jagannath Bhide	PAN-AEKP32976E DIN- 00012326	Independent / Non-Executive Director	09-11-2015	09-11-2015		59	21-06-1934	YES	18-01-2019	6	6	6	4
Mr.	Ramesh Kumar Chandak	PAN-ABVPC4788M DIN- 00029465	Independent / Non-Executive Director	03-11-2016	03-11-2016		47	05-07-1965	NA		1	1	1	0
Mr.	Raj Vardhan Kejriwal	PAN-AFNP7945N DIN- 00449842	Independent / Non-Executive Director	10-08-2016	10-08-2016		50	10-06-1959	NA		2	2	0	0
Mr.	Amit Gupta	PAN-ADWPG5858K DIN- 00171973	Independent / Non-Executive Director	11-08-2014	11-08-2019		74	22-08-1976	NA		1	1	2	0

Whether Regular chairperson appointed- Yes

Whether Chairperson is related to managing director or CEO-Yes

[§] 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.

Note 1: No. of Memberships in Audit / Stakeholder Committee also includes the Chairmanship.



II. Composition of Committees

Name of Committee	Whether regular Chairperson Appointed	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Purushottam Jagannath Bhide	Chairperson / Non-Executive, Independent	09.11.2015	
		Aruna Dhanuka	Executive, Non-Independent	11.08.2010	
		Ramesh Kumar Chandak	Non- Executive, Independent	03.11.2016	
		Amit Gupta	Non-Executive, Independent	09.11.2015	
2. Nomination & Remuneration Committee	Yes	Purushottam Jagannath Bhide	Chairperson / Non-Executive, Independent	09.11.2015	
		Chandra Kumar Dhanuka	Non- Executive, Non-Independent	27.05.2014	
		Mrigank Dhanuka	Non- Executive, Non-Independent	27.05.2014	
		Amit Gupta	Non- Executive, Independent	03.11.2016	
		Ramesh Kumar Chandak	Non- Executive, Independent	09.02.2017	
3. Stakeholders Relationship Committee	Yes	Purushottam Jagannath Bhide	Chairperson / Non-Executive, Independent	09.11.2015	
		Chandra Kumar Dhanuka	Non- Executive, Non-Independent	11.08.2010	
		Amit Gupta	Non- Executive, Independent	03.11.2016	
4. Risk Management Committee	Yes	Purushottam Jagannath Bhide	Non- Executive, Independent	09.11.2015	
		Mrignak Dhanuka	Non- Executive, Non-Independent	13.02.2015	
		Chandra Kumar Dhanuka	Non- Executive, Non-Independent	13.02.2015	
5. Corporate Social Responsibility Committee	Yes	Purushottam Jagannath Bhide	Non- Executive, Independent	09.11.2015	
		Chandra Kumar Dhanuka	Non- Executive, Non-Independent	09.11.2015	
		Ramesh Kumar Chandak	Non- Executive, Independent	03.11.2016	

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.

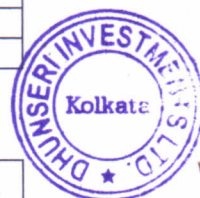
III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive meetings (in number of days)
-	28.07.2020#	Yes	7	4	-
	14.09.2020*	Yes	7	4	47

* to be filled in only for the current quarter meetings

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
28.07.2020#	Yes	4	3	-	-



14.09.2020*	Yes	4	3	-	47
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* 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) <small>refer note below</small>
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	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.

- Audit Committee - **Yes**
- Nomination & Remuneration Committee - **Yes**
- Stakeholders Relationship Committee - **Yes**
- Risk Management Committee (applicable to the top 100 listed entities) - **NA**

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**

4. 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**

5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here. - **Nil**

The Securities and Exchange Board of India vide circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/106 dated 24th June, 2020 had extended the timeline for submission of Financial Results under Regulation 33 and 52 of the LODR Regulations, till 31st July, 2020 owing to the prevalence of global pandemic COVID-19. Further, pursuant to circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/110 dated 26th June, 2020, the relaxation of maximum time gap between two Board / Audit Committee meetings had been further extended till 31st July, 2020. Accordingly, the Company had conducted the Board Meeting and Audit Committee Meeting on 28th July, 2020.

* The Securities and Exchange Board of India vide circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/140 dated 29th July, 2020 had extended the timeline for submission of Financial Results under Regulation 33 of the LODR Regulations for the quarter ended 30th June, 2020 to 15th September, 2020. Accordingly, the Company had conducted the Board Meeting and Audit Committee Meeting on 14th September, 2020.

For Dhunseri Investments Limited



Priya Agarwal

Priya Agarwal
Company Secretary and Compliance Officer
ACS 38800



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.

Details submitted by listed entity at the end of 6 months after end of financial year along-with second quarter's 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 Mr. P. J. Bhide, Chairman of the Audit Committee was present in the Annual General Meeting.
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes Mr. P. J. Bhide, Chairman of the Nomination and remuneration Committee was present in the Annual General Meeting.
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes Mr. P. J. Bhide, Chairman of the Stakeholder Relationship Committee was present in the Annual General Meeting.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
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. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">  Name: Ms. Priya Agarwal Designation: Company Secretary & Compliance Officer ACS 38800 </div> <div>  </div> </div>		