

# **DHUNSERI INVESTMENTS LIMITED**

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

CIN: L15491WB1997PLC082808

Ref. No. DIL/108/2019/

12.07.2019

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 Quarter ended 30<sup>th</sup> June, 2019**

Dear Sir / Ma'am,

Pursuant to Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the quarterly Corporate Governance Report in the prescribed format for the quarter ended 30<sup>th</sup> June, 2019.

Please acknowledge the receipt.

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 LTD.
2	Quarter ending	30 <sup>th</sup> June, 2019

### **I. Composition of Board of Directors**

Title (Mr./ Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee) <sup>&amp;</sup>	Date of Appointme nt 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.	Chandra Kumar Dhanuka	ADGPD0857K & 00005684	Chairman / Non- Executive	27.11.2009	-	2	10	2
Mrs.	Aruna Dhanuka	ADQPD2489R & 00005677	Managing Director / Executive	24.01.2001	-	-	3	-
Mr.	Mrigank Dhanuka	ADLPD0161H & 00005666	Non- Executive / Non Independent Director	09.09.2014	-	-	1	-
Mr.	Brijesh Kumar Biyani	AEKPB3103M & 00279328	Non- Executive / Non Independent Director	27.11.2009	-	-	-	-
Mr.	Purushottam Jagannath Bhide	AEKPB2976E & 00012326	Non- Executive / Independent Director	09.11.2015	44 months	7	8	5
Mr.	Ramesh Kr. Chandak	ABVPC4788M & 00029465	Non- Executive / Independent Director	03.11.2016	32 months	1	1	-
Mr.	Rajya Vardhan Kejriwal	AFNPK7945N & 00449842	Non- Executive / Independent Director	10.08.2016	35 months	1	-	-
Mr.	Amit Gupta	ADWPG5858K & 00171973	Non- Executive / Independent Director	11.08.2014	59 months	1	2	-

<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.

\* Number of Membership in Audit / Stakeholder's Relationship Committee also includes the Chairmanship.

### **II. Composition of Committees**

Name of Committee	Name of Committee members	Date of Appointment	Category (Chairperson / Executive / Non- Executive / Independent / Nominee) <sup>§</sup>
1. Audit Committee	1. Mr. Purushottam Jagannath Bhide 2. Mrs. Aruna Dhanuka 3. Mr. Amit Gupta 4. Mr. Ramesh Kr. Chandak	09.11.2015 11.08.2010 09.11.2015 03.11.2016	Chairman- Non-Executive / Independent Executive / Non Independent Non-Executive / Independent Non-Executive / Independent
2. Nomination & Remuneration Committee	1. Mr. Purushottam Jagannath Bhide 2. Mr. Chandra Kumar Dhanuka 3. Mr. Mrigank Dhanuka 4. Mr. Amit Gupta 5. Mr. Ramesh Kr Chandak	09.11.2015 27.05.2014 27.05.2014 03.11.2016 09.02.2017	Chairman / Independent Non- Executive / Non Independent Non- Executive / Non Independent Non-Executive / Independent Non-Executive / Independent
3. Risk Management Committee	1. Mr. Purushottam Jagannath Bhide 2. Mr. Mrigank Dhanuka 3. Mr. Chandra Kumar Dhanuka	09.11.2015 13.02.2015 13.02.2015	Chairman / Independent Non- Executive / Non Independent Non- Executive / Non Independent



(not applicable)			
4. Stakeholders Relationship Committee	1. Mr. Purushottam Jagannath Bhide 2. Mr. Chandra Kumar Dhanuka 3. Mr. Amit Gupta	09.11.2015 11.08.2010 03.11.2016	Chairman / Independent Non- Executive / Non Independent Non-Executive / Independent
5. Corporate Social Responsibility Committee	1. Mr. Purushottam Jagannath Bhide 2. Mr. Chandra Kumar Dhanuka 3. Ramesh Kr. Chandak	09.11.2015 09.11.2015 03.11.2016	Chairman / Independent 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 (in number of days)
07 <sup>th</sup> February, 2019	28th May, 2019	109 Days

### 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 28th May, 2019	Three (3) members were present.	Audit Committee 07 <sup>th</sup> February, 2019	109 days

\* This information has to be mandatorily be given for Audit Committee, for rest of the committees giving this 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	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit	NA

#### Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. 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), 2015. **Y**
- The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015
  - Audit Committee **Y**
  - Nomination & remuneration committee **Y**
  - Stakeholders relationship committee **Y**
  - Risk management committee (applicable to the top 500 listed entities) **NA**
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **Y**
- 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. **Y**
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors: **Y**

For Dhunseri Investments Limited

*Priya Agarwal*

Name: Ms. Priya Agarwal

Designation: Company Secretary & Compliance Officer

M. No.: 38800

