

DHUNSERI INVESTMENTS LIMITED

REGISTERED OFFICE : DHUNSERI HOUSE 4A, WOODBURN PARK, KOLKATA - 700 020
CIN: L15491WB1997PLC082808

Ref.No.DIL/108/2019/

11.01.2019

BSE Limited,
Phiroze-Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Fax No. : 022-22722037/39/41/61
022-22723121/3719

Scrip Code: 533336

National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G, 5th Floor
Bandra Kurla Complex,
Bandra (E),
Mumbai-400051

Fax No. : 022-26598237/38
022-26598347/48

Symbol : DHUNINV

Dear Sir,

Sub: Compliance Report on Corporate Governance
For the Quarter ended 31st December, 2018

Pursuant to Regulation 27(2) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Compliance Report on Corporate Governance for the quarter ended 31st December, 2018.

Thanking you,

Yours faithfully,
For DHUNSERI INVESTMENTS LIMITED

Priya Agarwal



(PRIYA AGARWAL)
Company Secretary & Compliance Officer
M. No.: 38800

Encl: as above.

Compliance Report on Corporate Governance

| | | |
|---|-----------------------|---------------------------|
| 1 | Name of Listed Entity | DHUNSERI INVESTMENTS LTD. |
| 2 | Quarter ending | 31st December, 2018 |

| I. Composition of Board of Directors | | | | | | | | |
|---|-----------------------------------|------------------------------|--|--|-----------|---|---|---|
| Title (Mr./ Ms.) | Name of the Director | PAN [§] & DIN | Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee) ^{&} | 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 | - | 0 | 3 | - |
| Mr. | Mrigank Dhanuka | ADLPD0161H & 00005666 | Non- Executive / Non Independent Director | 09.09.2014 | - | 0 | 1 | - |
| Mr. | Brijesh Kumar Biyani | AEKPB3103M & 00279328 | Non- Executive / Non Independent Director | 27.11.2009 | - | 0 | - | - |
| Mr. | Purushottam Jagannath Bhide | AEKPB2976E & 00012326 | Non- Executive / Independent Director | 09.11.2015 | 38 months | 6 | 8 | 5 |
| Mr. | Ramesh Kr. Chandak | ABVPC4788M & 00029465 | Non- Executive / Independent Director | 03.11.2016 | 26 months | 1 | 1 | - |
| Mr. | Rajya Vardhan Kejriwal | AFNPK7945N & 00449842 | Non- Executive / Independent Director | 10.08.2016 | 29 months | 1 | - | - |
| Mr. | Amit Gupta | ADWPG5858K & 00171973 | Non- Executive / Independent Director | 11.08.2014 | 53 months | 1 | 2 | - |

[§] 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.

| II. Composition of Committees | | | |
|--------------------------------------|------------------------------------|------------------------|---|
| Name of Committee | Name of Committee members | Date of Appointment | Category (Chairperson / Executive / Non- Executive / Independent / Nominee) [§] |
| 1. Audit Committee | 1. Mr. Purushottam Jagannath Bhide | 09.11.2015 | Chairman- Non-Executive / Independent |
| | 2. Mrs. Aruna Dhanuka | 11.08.2010 | Executive / Non Independent |
| | 3. Mr. Amit Gupta | 09.11.2015 | Non-Executive / Independent |
| | 4. Mr. Ramesh Kr. Chandak | 03.11.2016 | Non-Executive / Independent |

| | | | |
|---|------------------------------------|------------|----------------------------------|
| 2. Nomination & Remuneration Committee | 1. Mr. Purushottam Jagannath Bhide | 09.11.2015 | Chairman / Independent |
| | 2. Mr. Chandra Kumar Dhanuka | 27.05.2014 | Non- Executive / Non Independent |
| | 3. Mr. Mrigank Dhanuka | 27.05.2014 | Non- Executive / Non Independent |
| | 4. Mr. Amit Gupta | 03.11.2016 | Non-Executive / Independent |
| | 5. Mr. Ramesh Kr Chandak | 09.02.2017 | Non-Executive / Independent |
| 3. Risk Management Committee (not applicable) | 1. Mr. Purushottam Jagannath Bhide | 09.11.2015 | Chairman / Independent |
| | 2. Mr. Mrigank Dhanuka | 13.02.2015 | Managing Director / Executive |
| | 3. Mr. Chandra Kumar Dhanuka | 13.02.2015 | Non- Executive / Non Independent |
| 4. Stakeholders Relationship Committee | 1. Mr. Purushottam Jagannath Bhide | 09.11.2015 | Chairman / Independent |
| | 2. Mr. Chandra Kumar Dhanuka | 11.08.2010 | Non- Executive / Non Independent |
| | 3. Mr. Amit Gupta | 03.11.2016 | Non-Executive / Independent |
| 5. Corporate Social Responsibility Committee | 1. Mr. Purushottam Jagannath Bhide | 09.11.2015 | Chairman / Independent |
| | 2. Mr. Chandra Kumar Dhanuka | 09.11.2015 | Non- Executive / Non Independent |
| | 3. Ramesh Chandak | 03.11.2016 | 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) |
|---|---|---|
| 9th August, 2018 | 13th November, 2018 | 95 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 13th November, 2018 | All four (4) members were present. | Audit Committee 9th August, 2018 | 95 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) ^{refer note below} |
|--|---|
| 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 Committee | NA |

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. **Y**
2. The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee **Y**
 - b. Nomination & remuneration committee **Y**

| | |
|---|----|
| c. Stakeholders relationship committee | Y |
| d. 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. Y | |
| 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. Y | |
| 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors: Y | |
| <p> Name: Ms. Priya Agarwal Designation: Company Secretary & Compliance Officer M. No.: 38800</p>  | |