

Compliance Report on Corporate Governance

1. Name of Listed Entity: Dhunseri Investments Limited

2. Quarter Ending: 31st March, 2023

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))	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	27-05-2021			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
Mrs.	Bharati Dhanuka	PAN- AAQPJ2406B DIN-02397650	Non- Executive / Non-Independent Director	11-02-2021	11-02-2021			12-03-1980	NA		4	0	0	0
Mr.	Purushottam Jagannath Bhide	PAN- AEKPB2976E DIN-00012326	Independent / Non-Executive Director	09-11-2015	09-11-2020		89	21-06-1934	YES	18-01-2019	5	5	5	3
Mr.	Ramesh Kumar Chandak	PAN- ABVPC4788M DIN-00029465	Independent / Non-Executive Director	03-11-2016	03-11-2021		77	05-07-1965	NA		1	1	1	0
Mr.	Raj Vardhan Kejriwal	PAN- AFNPK7945N DIN-00449842	Independent / Non-Executive Director	10-08-2016	10-08-2021		80	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		104	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 / Nominee) &	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	
		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)
11.11.2022	11.02.2023	Yes	5	3	91

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)
Stakeholders Relationship Committee 11.02.2023	Yes	3	2	-	-
Nomination & Remuneration Committee 11.02.2023	Yes	4	3	11.11.2022	91
Audit Committee 11.02.2023	Yes	4	3	11.11.2022	91

* This information has to be mandatorily be given for Audit Committee, for rest of the committees giving the information is optional.

** to be filled in only for the current quarter meetings

V. Related Party Transactions

Subject	Compliance Status (Yes/No/NA) <small>refer note below</small>
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	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. - **Yes**
- 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**
- 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**
- 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**
- 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**

For Dhunseri Investments Limited

Nikita Gupta

Nikita Gupta
Company Secretary and Compliance Officer
ACS 61134



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.

Annexure IV

DHUNSERI INVESTMENTS LIMITED

Half year Ending: 31st March, 2023

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

A Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

B Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

C Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

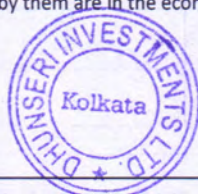
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Dhunseri Investments Limited

Aruna Dhanuka
Aruna Dhanuka
Managing Director & Chief Executive Officer



Note

1 These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

- a) by a government company to/ for the Government or government company
- b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
- c) by a banking company or an insurance company ; and
- d) by the listed entity to its employees or directors as a part of the service conditions

2 If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..

Annexure II

DHUNSERI INVESTMENTS LIMITED

Quarter ending: 31st March, 2023

I. Disclosure on Website in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sl. No.	Item	Compliance Status (Yes / No / NA)	If Yes provide link to website. If No/ NA provide reasons
1	Details of Business	Yes	https://www.dhunserinvestments.com/about-us.html
2	Terms and Conditions of Appointment of Independent Directors	Yes	https://www.dhunserinvestments.com/downloads/Amit_Gupta_Appointment_Letter.pdf
3	Composition of various committees of Board of Directors	Yes	https://www.dhunserinvestments.com/composition-of-various-committee.html
4	Code of Conduct of Board of Directors and Senior Management Personnel	Yes	https://www.dhunserinvestments.com/downloads/code-of-conduct.pdf
5	Details of establishment of Vigil Mechanism / Whistle Blower Policy	Yes	https://www.dhunserinvestments.com/downloads/DIL-vigil-mechanism-2019.pdf
6	Criteria of making payments to Non-Executive Directors	Yes	https://www.dhunserinvestments.com/downloads/Nomination-&-remuneration-policy-2019.pdf
7	Policy on dealing with related party transactions	Yes	https://www.dhunserinvestments.com/downloads/related-party-transaction-policy-2019.pdf
8	Policy for determining 'material' subsidiaries	Yes	https://www.dhunserinvestments.com/downloads/DIL-policy-for-determining-material-subsiary-2019.pdf
9	Details of familiarization programmes imparted to Independent Directors	Yes	https://www.dhunserinvestments.com/downloads/Familiarisation-Programme-of-Independent-Directors.pdf
10	Contact information of the Designated Officials of the Listed Entity who are responsible for assisting and handling Investor Grievances	Yes	https://www.dhunserinvestments.com/investor-grievance.html
11	E-mail address for grievance redressal and other relevant details	Yes	https://www.dhunserinvestments.com/investors.html
12	Financial results	Yes	https://www.dhunserinvestments.com/financials.html
13	Shareholding Pattern	Yes	https://www.dhunserinvestments.com/share-holding.html
14	Details of Agreements entered into with the media companies and / or their associates	NA	Not Applicable
15	Schedule of analyst or institutional investor meet and presentation made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	Not Applicable
16	New name and the old name of the listed entity	NA	Not Applicable
17	Advertisements as per regulation 47(1)	Yes	https://www.dhunserinvestments.com/updates.html
18	Credit rating or revision in credit rating obtained	NA	Not Applicable
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	https://www.dhunserinvestments.com/subsidiary-company.html
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.dhunserinvestments.com/
21	Materiality Policy as per Regulation 30	Yes	https://www.dhunserinvestments.com/downloads/policy-on-materiality-2019.pdf
22	Dividend Distribution Policy as per Regulation 43A (as applicable)	NA	Not Applicable
23	It is certified that these contents on the website of the listed entity are correct	Yes	https://www.dhunserinvestments.com/

Annexure II

II. Annual Affirmations

Sl. No.	Particulars	Regulation Number	Compliance Status (Yes / No / NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or eligibility	16(1)(b) & 25(6)	Yes
2	Board Composition	17(1), 17(1A) & 17(1B)	Yes
3	Meeting of Board of Directors	17(2)	Yes
4	Quorum of Board Meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession of appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees / Compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
18	Quorum of Nominaton and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination & Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
23	Meeting of Risk Management Committee	21(3A)	NA
24	Vigil Mechanism	22	Yes
25	Policy for Related Party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	NA
27	Approval for material related party transactions	23(4)	NA
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	NA
33	Maximum Tenure	25(2)	Yes
34	Meeting of Independent Directors	25(3) & (4)	Yes
35	Familiarization of Independent Directors	25(7)	Yes
36	Declaration from Independent Dirctors	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	NA
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III. Affirmations

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to Subsidiary of Listed Entity have been complied

Yes

* The Listed Entity has no Subsidiary.

For Dhunseri Investments Limited

Nikita Gupta

Nikita Gupta
Company Secretary and Compliance Officer
ACS 61134

