

**Compliance Report on Corporate Governance**

**1. Name of Listed Entity: Dhunseri Investments Limited**

**2. Quarter Ending: 30th June, 2023**

**I. Composition of Board of Directors**

Title (Mr./Ms.)	Name of the Director	PAN\$ & 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-AD***** DIN-00005684	Non- Executive Director / Chairperson	27-11-2009	09-09-2014			19-01-1954	NA		7	2	10	2
Mrs.	Aruna Dhanuka	PAN-AD***** 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-AD***** 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-AA***** 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-AE***** DIN- 00012326	Independent / Non-Executive Director	09-11-2015	09-11-2020		92	21-06-1934	YES	18-01-2019	5	5	5	3
Mr.	Ramesh Kumar Chandak	PAN-AB***** DIN- 00029465	Independent / Non-Executive Director	03-11-2016	03-11-2021		80	05-07-1965	NA		1	1	1	0
Mr.	Raj Vardhan Kejriwal	PAN-AF***** DIN- 00449842	Independent / Non-Executive Director	10-08-2016	10-08-2021		83	10-06-1959	NA		2	2	0	0
Mr.	Amit Gupta	PAN-AD***** DIN- 00171973	Independent / Non-Executive Director	11-08-2014	11-08-2019		107	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.

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether regular Chairperson Appointed</b>	<b>Name of Committee Members</b>	<b>Category (Chairperson / Executive / Non-Executive / Independent / Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
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	
		Mrigank 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

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant</b>	<b>Whether requirement of Quorum met*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
11.02.2023	29.05.2023	Yes	7	4	106

### IV. Meeting of Committees

<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Date(s) of meeting of the committee in the previous</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
Audit Committee 29.05.2023	Yes	4	3	11.02.2022	106
Nomination & Remuneration Committee 29.05.2023	Yes	4	3	11.02.2023	106
Stakeholders Relationship Committee (NIL)	-	-	-	11.02.2023	-

\* 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**

<b>Subject</b>	<b>Compliance Status (Yes/No/NA)<sup>refer note below</sup></b>
Whether prior approval of audit committee obtained	<b>Yes</b>
Whether shareholder approval obtained for material RPT	<b>N.A</b>
Whether details of RPT entered into pursuant to omnibus	<b>N.A</b>

**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.

- a. Audit Committee - **Yes**
- b. Nomination & Remuneration Committee - **Yes**
- c. Stakeholders Relationship Committee - **Yes**
- 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. - **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**

For **Dhunseri Investments Limited**

**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.