

Compliance Report on Corporate Governance

1	Name of Listed Entity	DHUNSERI INVESTMENTS LTD.
2	Quarter ending	31 ST MARCH, 2016

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) ⁶	Date of Appointment 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	-	1	5	1
Mrs.	Aruna Dhanuka	ADQPD2489R & 00005677	Non Executive / Non Independent	24/01/2001	-	0	2	-
Mr.	Mrigank Dhanuka	ADLPD0161H & 00005666	Managing Director / Executive	09/09/2014	-	0	1	-
Mr.	Brijesh Kumar Biyani	AEKPB3103M & 00279328	Non Executive / Non Independent	27/11/2009	-	1	-	-
Mr.	Purushottam Jagannath Bhide (See Note 1)	AEKPB2976E & 00012326	Non Executive / Independent Director	09/11/2015	5 mnths	7	-	5
Mrs.	Aarti Bansal Aggarwal (See Note 1)	ACWPA6134H & 00152346	Non Executive / Independent Director	09/11/2015	5 mnths	1	-	-
Mr.	Adarsh Garodia	ADCPG2521P & 01917780	Non Executive / Independent Director	11/08/2014	19 months	1	2	-
Mr.	Amit Gupta	ADWPG5858K & 00171973	Non Executive / Independent Director	11/08/2014	19 months	1	1	-

⁵ PAN number of any director would not be displayed on the website of Stock Exchange

⁶ 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	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ⁵
I. Audit Committee	1. Mr. Purushottam Jagannath Bhide 2. Mrs. Aruna Dhanuka 3. Mr. Amit Gupta (See Note 2) 4. Mr. Adarsh Garodia	Chairman- Non-Executive / Independent Non-Executive / Non Independent Non-Executive / Independent Non-Executive / Independent

Notes: 1. Mr. Basudeo Beriwal & Mr. Ashok Kumar Lohia, Independent Directors of the Company resigned w.e.f. 09.11.2015 and Mr. Purushottam Jagannath Bhide and Mrs. Aarti Bansal Aggarwal were duly appointed as Independent Directors w.e.f. 09.11.2015.

2. Instead of Mr. Amit Gupta, it was inadvertently mentioned as Mrs. Aarti Bansal Aggarwal in our report for Q.E. 31.12.2015.



Nomination & Remuneration Committee	1. Mr. Purushottam Jagannath Bhide 2. Mr. Chandra Kumar Dhanuka 3. Mr. Mrigank Dhanuka 4. Mr. Adarsh Garodia	Chairman / Independent Non- Executive / Non Independent Managing Director / Executive Non-Executive / Independent
3. Risk Management Committee (not applicable)	1. Mr. Purushottam Jagannath Bhide 2. Mr. Mrigank Dhanuka 3. Mr. Chandra Kumar Dhanuka	Chairman / Independent Managing Director / Executive Non- Executive / Non Independent
4. Stakeholders Relationship Committee	1. Mr. Purushottam Jagannath Bhide 2. Mr. Chandra Kumar Dhanuka 3. Mr. Adarsh Garodia	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)	
9 th November, 2015	12 th February, 2016	94 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 12 th February, 2016	Three members were present out of four members	Audit Committee 9 th November, 2015	94 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.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
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.
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.
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:

Name: Ms. Aditi Dhanuka

Designation: Company Secretary

For Dhunseri Investments Limited

Date : 12.04.2016


Secretary

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.

Compliance Report on Corporate Governance

(To be submitted by listed entity at the end of the financial year for the whole of financial year)

1	Name of Listed Entity	DHUNSERI INVESTMENTS LTD.
2	Year ended	31.03.2016
I. Disclosure on website in terms of Listing\ Regulations		
Item	Compliance status (Yes/No/NA)^{refer note below}	
Details of business	YES	
Terms and conditions of appointment of independent directors	YES	
Composition of various committees of board of directors	YES	
Code of conduct of board of directors and senior management personnel	YES	
Details of establishment of vigil mechanism/ Whistle Blower policy	YES	
Criteria of making payments to non-executive directors	NA (only entitled to sitting fees)	
Policy on dealing with related party transactions	YES	
Policy for determining 'material' subsidiaries	YES	
Details of familiarization programmes imparted to independent directors	YES	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	
email address for grievance redressal and other relevant details	YES	
Financial results	YES	
Shareholding pattern	YES	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1)	YES
Meeting of Board of directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of nomination & remuneration committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of risk management committee	21(1),(2),(3),(4)	NA (voluntarily being complied)
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES



Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	YES
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non-Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.

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.

NOT APPLICABLE

ADITI DHANUKA

Dhanuka

Company Secretary & Compliance Officer

