

DHUNSERI INVESTMENTS LIMITED

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

CIN: L15491WB1997PLC082808

Ref. No. DIL/108/2019/

12.04.2019

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

Dear Sir / Ma'am,

Sub: Compliance Report on Corporate Governance for the Quarter ended 31st March, 2019.

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 31st March, 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	31st March, 2019

I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	PAN ^s & 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	-	-	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	41 months	6	8	5
Mr.	Ramesh Kr. Chandak	ABVPC4788M & 00029465	Non- Executive / Independent Director	03.11.2016	29 months	1	1	-
Mr.	Rajya Vardhan Kejriwal	AFNPK7945N & 00449842	Non- Executive / Independent Director	10.08.2016	32 months	1	-	-
Mr.	Amit Gupta	ADWPG5858K & 00171973	Non- Executive / Independent Director	11.08.2014	56 months	1	2	-

^s 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 Appointme nt	Category (Chairperson / Executive / Non- Executive / Independent / Nominee) ^s
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 (not applicable)	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

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)
13 th November, 2018	7th February, 2019	85 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 7th February, 2019	Three (3) members were present.	Audit Committee 13 th November, 2018	85 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	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) Regulations, 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 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. **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



ANNEXURE II

1. Name of the Company	DHUNSERI INVESTMENTS LIMITED	
2. Year Ending	31 st March, 2019	
I. Disclosure on website in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		
Item	Compliance status (Yes / No / NA)	
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	Yes (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)
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)	NA
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)	NA
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

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

For **Dhunseri Investments Limited**

Priya Agarwal

Priya Agarwal

Company Secretary & Compliance Officer

ACS 38800

