

**Compliance Report on Corporate Governance**

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

**2. Quarter Ending: 30th September, 2021**

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		3	0	0	0
Mr.	Purushottam Jagannath Bhide	PAN-AEKP2976E DIN- 00012326	Independent / Non-Executive Director	09-11-2015	09-11-2020		71	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		59	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		62	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		86	22-08-1976	NA		1	1	2	0

Whether Regular chairperson appointed- Yes

Whether Chairperson is related to managing director or CEO-Yes

<sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup> 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	
		Mrigank 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)
27.05.2021 28.06.2021	13.08.2021	Yes	7	3	45

## 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)
Audit Committee 13.08.2021	Yes	4	3	27.05.2021	45
				28.06.2021	
Nomination & Remuneration Committee (NIL)	-	-	-	27.05.2021	-
				28.06.2021	
Stakeholders Relationship Committee 13.08.2021	Yes	3	2	-	-

\* 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) <sup>refer note below</sup>
Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval	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


*Priya Agarwal*

Priya Agarwal  
Company Secretary and Compliance Officer  
ACS 38800



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.

**Details submitted by listed entity at the end of 6 months after end of financial year along-with second quarter's report of next financial year**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes  (Business Responsibility Report is not applicable to the Company and hence not uploaded on the Company's website.)
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes  Mr. P. J. Bhide, Chairman of the Audit Committee was present in the Annual General Meeting.
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes  Mr. P. J. Bhide, Chairman of the Nomination and remuneration Committee was present in the Annual General Meeting.
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes  Mr. P. J. Bhide, Chairman of the Stakeholder Relationship Committee was present in the Annual General Meeting.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><i>Priya Agarwal</i></p> <p><b>Name:</b> Ms. Priya Agarwal  <b>Designation:</b> Company Secretary &amp; Compliance Officer  <b>ACS 38800</b></p> 		



## Annexure II

DHUNSERI INVESTMENTS LIMITED

Half year Ending: 30th September, 2021

## 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	-	-	-
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

P K Lath  
Chief Financial 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;

- by a government company to/ for the Government or government company
- by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
- by a banking company or an insurance company ; and
- 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..