

## Compliance Report on Corporate Governance

1	Name of Listed Entity	DHUNSERI INVESTMENTS LTD.
2	Quarter ending	30 <sup>th</sup> September, 2017

<b>I. Composition of Board of Directors</b>								
Title (Mr./Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) <sup>&amp;</sup>	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	-	2	10	2
Mrs.	Aruna Dhanuka	ADQPD2489R & 00005677	Managing Director / Executive	24/01/2001	-	0	2	-
Mr.	Mrigank Dhanuka	ADLPD0161H & 00005666	Non Executive / Non Independent Director	09/09/2014	-	0	1	-
Mr.	Brijesh Kumar Biyani	AEKPB3103M & 00279328	Non Executive / Non Independent Director	27/11/2009	-	1	-	-
Mr.	Purushottam Jagannath Bhide	AEKPB2976E & 00012326	Non Executive / Independent Director	09/11/2015	23 months	6	8	5
Mr.	Ramesh Kr. Chandak	ABVPC4788M & 00029465	Non Executive / Independent Director	03/11/2016	11 months	1	1	-
Mr.	Rajya Vardhan Kejriwal	AFNPK7945N & 00449842	Non Executive / Independent Director	10/08/2016	14 months	1	-	-
Mr.	Amit Gupta	ADWPG5858K & 00171973	Non Executive / Independent Director	11/08/2014	38 months	1	2	-

<sup>s</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.

### **II. Composition of Committees**

Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>s</sup>
1. Audit Committee	1. Mr. Purushottam Jagannath Bhide 2. Mrs. Aruna Dhanuka 3. Mr. Amit Gupta 4. Mr. Ramesh Kr. Chandak	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	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	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. Amit Gupta	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)
29 <sup>th</sup> May, 2017	8 <sup>th</sup> August, 2017	70 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 8 <sup>th</sup> August, 2017	All four (4) members were present.	Audit Committee 29 <sup>th</sup> May, 2017	70 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) <small>refer note below</small>
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

- 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. **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


Name: Ms. Aditi Dhanuka  
Designation: Company Secretary



Note: Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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 III

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> <sup>refer note below</sup>
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 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 Audit Committee was present in the 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>For Dhunseri Investments Limited</p> <p> Secretary</p> <p>Name &amp; Designation ADITI DHANUKA Company Secretary &amp; Compliance Officer</p>		