

DHUNSERI INVESTMENTS LIMITED

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

CIN : L15491WB1997PLC082808

Ref.No.DIL/108/2018/

05.10.2018

BSE Limited,
Phiroze-Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Fax No. : 022-22722037/39/41/61
022-22723121/3719

Scrip Code: 533336

National Stock Exchange of India Ltd.,
Exchange Plaza,C-1, Block G, 5th Floor
Bandra Kurla Complex,
Bandra (E),
Mumbai-400051

Fax No. : 022-26598237/38
022-26598347/48

Symbol : DHUNINV

Dear Sir,

Sub: Compliance Report on Corporate Governance
For the Quarter ended 30th September, 2018

Pursuant to Regulation 27(2) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Compliance Report on Corporate Governance for the quarter ended 30th September, 2018.

Thanking you,

Yours faithfully,
For DHUNSERI INVESTMENTS LIMITED

Priya Agarwal



(PRIYA AGARWAL)
Company Secretary & Compliance Officer
M. No.: 38800

Encl: as above.

Compliance Report on Corporate Governance

1	Name of Listed Entity	DHUNSERI INVESTMENTS LTD.
2	Quarter ending	30 th September, 2018

I. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	PAN [§] & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)*	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	3	-
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	-	0	-	-
Mr.	Purushottam Jagannath Bhide	AEKPB2976E & 00012326	Non-Executive / Independent Director	09.11.2015	35 months	6	8	5
Mr.	Ramesh Kr. Chandak	ABVPC4788M & 00029465	Non-Executive / Independent Director	03.11.2016	23 months	1	1	-
Mr.	Rajya Vardhan Kejriwal	AFNPK7945N & 00449842	Non-Executive / Independent Director	10.08.2016	26 months	1	-	-
Mr.	Amit Gupta	ADWPG5858K & 00171973	Non-Executive / Independent Director	11.08.2014	50 months	1	2	-

[§] 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	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) [§]
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)	
25 th May, 2018	9 th August, 2018	75 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 9 th August, 2018	All four (4) members were present.	Audit Committee 25 th May, 2018	75 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. Y			
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015			
a. Audit Committee Y			
b. Nomination & remuneration committee Y			
c. Stakeholders relationship committee Y			
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. Y			
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. Y			
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors: Y			
Name: Ms. Priya Agarwal		For Dhunseri Investments Limited	
Designation: Company Secretary & Compliance Officer		<i>Priya Agarwal</i>	
M.No.: 38800		Secretary	

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

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
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
Note		
<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><i>Priya Agarwal</i> Secretary</p> <p>Name: Ms. Priya Agarwal Designation: Company Secretary & Compliance Officer M. No.: 38800</p>		