

Compliance Report on Corporate Governance

1	Name of Listed Entity	DHUNSERI TEA & INDUSTRIES 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/ MANAGING DIRECTOR/ EXECUTIVE	09/09/2014	---	2	8	2
Mr.	MRIGANK DHANUKA	ADLPD0161H 00005666	EXECUTIVE	14/02/2018	---	--	1	--
Mr.	RAJIV KUMAR SHARMA	AKKPS6108B 05197101	NON-EXECUTIVE/ NON-INDEPENDENT	09/09/2014	---	--	--	--
Mr.	BHARAT BAJORIA	ADJPB3413G 00109241	NON-EXECUTIVE/ INDEPENDENT	08/09/2014	49 months	3	2	1
Ms.	NANDINI KHAITAN	AJFPK2129N 06941351	NON-EXECUTIVE/ INDEPENDENT	09/09/2014	49 months	4	1	-
Mr.	VIVEK GOENKA	APEPG8673E 00042285	NON-EXECUTIVE INDEPENDENT	30/08/2017	13 months	1	1	1
Prof.	ASHOKE KUMAR DUTTA	ADIPD8270C 00045170	NON-EXECUTIVE INDEPENDENT	21.05.2018	4 months	1	1	-

\$ 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	i) Mr. Bharat Bajoria ii) Mr. Chandra Kumar Dhanuka iii) Mr. Vivek Goenka iv) Prof. Ashoke Kumar Dutta	i) Chairperson – Non-Executive/ Independent ii) Executive iii) Non-Executive/Independent iv) Non-Executive/Independent
2. Nomination & Remuneration Committee	i) Mr. Vivek Goenka ii) Mr. Chandra Kumar Dhanuka iii) Ms. Nandini Khaitan iv) Mr. Bharat Bajoria	i) Chairperson – Non-Executive/ Independent ii) Executive iii) Non-Executive/ Independent iv) Non-Executive/Independent
3 Risk Management Committee (Not applicable)	i) Mr. Chandra Kumar Dhanuka ii) Mr. Mrigank Dhanuka iii) Mr. Rajiv Kumar Sharma	i) Chairperson – Executive ii) Executive iii) Non-Executive / Non-Independent
4. Stakeholders Relationship Committee	i) Mr. Vivek Goenka ii) Mr. Chandra Kumar Dhanuka iii) Ms. Nandini Khaitan	i) Chairperson – Non-Executive/ Independent ii) Executive iii) Non-Executive/ Independent





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)	
21/05/2018	07/08/2018	78 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 – 07/08/2018	Audit Committee – All present	Audit Committee – 21/05/2018	78 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving			
V. Related Party Transactions			
Subject	Compliance status (Yes/No/NA) refer note below		
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 have been reviewed by Audit Committee	N A		
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			
4. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes			
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015			
a. Audit Committee	Yes		
b. Nomination & remuneration committee	Yes		
c. Stakeholders relationship committee	Yes		
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. Yes			
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. Yes			
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes			
 Name & Designation R. MAHADEVAN Company 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.

ANNEXRE 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.

1 Affirmation		
Broad heading	Regulation Number	Compliance (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
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</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>		
<div style="display: flex; justify-content: space-between; align-items: flex-start;"> <div style="text-align: center;">  <p>Name & Designation R. MAHADEVAN Company Secretary</p> </div> <div style="text-align: center;">  </div> </div>		