

Report on Corporate Governance by a listed entity on quarterly basis

1. Name of Listed Entity: **DHUNSERI TEA & INDUSTRIES LTD.**  
 2. Quarter ending: **30th September, 2019**

1. Composition of Board of Directors

Title	Name of the Director	PANS & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ & Nominee)	Initial Date of Appointment	Date of Re- appointment	Date of cessation	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number 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	09-09-2014	09-09-2019			19-01-1954	7	2	8	2
Mr.	MIRIGANK DHANUKA	ADLPD0161H 00005666	NON - EXECUTIVE/ NON- INDEPENDENT	01-02-2014				12-08-1980	5	0	0	1
Mr.	RAJIV KUMAR SHARMA	AKKPS6108B 05197101	NON - EXECUTIVE/ NON- INDEPENDENT	09-09-2014				07-04-1965	2	0	0	0
Mr.	BHARAT BAJORIA	ADJPB3413G 00109241	NON - EXECUTIVE/ INDEPENDENT	08-09-2014	08-09-2019		1 month	12-03-1953	4	1	0	1
Ms	NANDINI KHAITAN	AJPPK2129N 06941351	NON - EXECUTIVE/ INDEPENDENT	09-09-2014		08-09-2019	60 months	15-02-1980	4	4	1	0
Mr.	VIVEK GOENKA	AFEPG8673E 00042285	NON - EXECUTIVE/ INDEPENDENT	30-08-2017			25 months	08-06-1982	1	1	1	1
Mr.	ASHOKE KUMAR DUTTA	ADIPD8270C 00045170	NON - EXECUTIVE/ INDEPENDENT	21-05-2018			16 months	17-07-1947	1	1	1	0

Whether Regular Chairperson appointed

YES

Whether Chairperson is related to managing director or CEO



## Securities and Exchange Board of India

<b>II Composition of Comi</b>					
Name of Committee	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee \$	Date of appointment	Date of Cessation	Remarks
1. Audit Committee	Mr. BHARAT BAJORIA	NON-EXECUTIVE / INDEPENDENT	09-09-2014		Refer sl.1.( a)
	Mr. CHANDRA KUMAR DHANUKA	EXECUTIVE DIRECTOR	09-09-2014		
	Mr. VIVEK GOENKA	NON-EXECUTIVE / INDEPENDENT	30-08-2017		Refer sl.1.( b)
	MR. ASHOKE KUMAR DUTTA	NON-EXECUTIVE / INDEPENDENT	21-05-2018		Refer sl. 1.(c)
<b>Whether Regular Chairperson appointed</b>		YES			
2. Nomination & Remuneration Committee	Mr. VIVEK GOENKA	NON-EXECUTIVE / INDEPENDENT	30-08-2017		Refer sl.2.( a)
	Ms. NANDINI KHAITAN	NON-EXECUTIVE / INDEPENDENT	09-09-2014	08-09-2019	Refer sl.2.( b)
	Mr. CHANDRA KUMAR DHANUKA	EXECUTIVE DIRECTOR	09-09-2014		
	Mr. BHARAT BAJORIA	NON-EXECUTIVE / INDEPENDENT	21-05-2018		Refer sl.2.( c)
<b>Whether Regular Chairperson appointed</b>		YES			
3.Risk Management Committee (if applicable)	Mr. CHANDRA KUMAR DHANUKA	EXECUTIVE DIRECTOR	09-09-2014		
	Mr. MRIGANK DHANUKA	NON-EXECUTIVE / NON -INDEPENDENT	09-09-2014		
	Mr. RAJIV KUMAR SHARMA	NON-EXECUTIVE / NON-INDEPENDENT	09-09-2014		
<b>Whether Regular Chairperson appointed</b>		YES			
4.Stakeholders Relationship Committee	Mr. VIVEK GOENKA	NON-EXECUTIVE / INDEPENDENT	30-08-2017		Refer sl.4.( a)
	Mr. CHANDRA KUMAR DHANUKA	EXECUTIVE DIRECTOR	09-09-2014		
	Ms. NANDINI KHAITAN	NON-EXECUTIVE / INDEPENDENT	09-09-2014	08-09-2019	Refer sl.4.( b)
<b>Whether Regular Chairperson appointed</b>		YES			
<b>&amp; 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</b>					
1.(a) Mr. Bharat Bajoria was a Member of the Audit Committee from 09-09-2014 and was appointed Chairman of the Audit Committee at the Board meeting held on 21.05.2018.					
1.(b) Mr. Vivek Goenka was appointed a Member of the Audit Committee at the Board meeting held on 30.08.2017					
1.(c) Mr. Ashoke Kumar Dutta was appointed a Member of the Audit Committee at the Board meeting held on 21.05.2018.					
2.(a) Mr. Vivek Goenka was appointed as a Member of the Nomination & Remuneration Committee at the Board meeting held on 30.08.2017 and was subsequently appointed its Chairman at the Board meeting held on 21.05.2018					
2.(b) On expiry of her term as an Independent Director of the Company w.e.f. 8th September, 2019 Ms. Nandini Khaitan ceased to be a member of the SRC.					
2.(c) Mr. Bharat Bajoria was appointed a Member of the Nomination & remuneration Committee at the Board meeting held on 21.05.2018.					
4.a) Mr. Vivek Goenka was appointed as a Member of the Stakeholders' Relationship Committee at the Board meeting held on 30.08.2017 and was subsequently appointed its Chairman at the Board meeting held on 21.05.2018.					
4.b) On expiry of her term as an Independent Director of the Company w.e.f. 8th September, 2019 Ms. Nandini Khaitan ceased to be a member of the SRC.					



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 (in Number of days)
24-05-2019	13-08-2019	Yes	5	3	80
* To be filled in only for the current quarter meetings					

IV. Meetings 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 – 13-08-2019	Audit Committee –Yes 4 out of 4	4	3	Audit Committee – 24-05-2019	80
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this Information is optional ** to be filled in only for the current quarter meetings					

V. Related Party Transactions	
Subject	Compliance status (Yes.No/NA) Refer note below
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	N A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	N A
<p><b>Note:</b> 1. In the column “Compliance Status”, compliance of 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 Regulation, “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.</p>	


VI. Affirmations
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 - YES</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>a. Audit Committee Yes</p> <p>b. Nomination &amp; Remuneration Committee Yes</p> <p>c. Stakeholders Relationship Committee Yes</p> <p>d. Risk management committee (applicable to the top 100 listed entities) NA</p> <p>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</p> <p>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</p> <p>5. The report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. YES</p>
<p><b>Name &amp; Designation</b></p> <p><b>For Dhunseri Tea &amp; Industries Limited</b></p> <p><b>Chief Executive Officer</b></p> <p><b>P C DHANDHANIA</b></p> <p><b>Chief Executive Officer</b></p>

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of such 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.

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	31(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, in 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 in "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><b>For Dhunseri Tea &amp; Industries Limited</b></p> <p></p> <p><b>Chief Executive Officer</b></p> <p><b>P C DHANDHANIA</b> Chief Executive Officer</p>		