

Report on Corporate Governance by a listed entity on quarterly basis

1. Name of Listed Entity **DHUNSERI TEA & INDUSTRIES LIMITED**

2. Quarter ended **31st March, 2020**

I Composition of Board of Directors

Title Mr/ Ms	Name of the Director	PAN & 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	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	MRIGANK DHANUKA	ADLPD0161H 00005666	NON- EXECUTIVE/ NON- INDEPENDENT	01-02-2014				12-08-1980	5	0	1	0
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		7 months	12-03-1953	4	1	0	1
Mr	VIVEK GOENKA	AFEPG8673E 00042285	NON- EXECUTIVE/ INDEPENDENT	30-08-2017			31 months	08-06-1982	1	1	1	1
Mr	ASHOKE KUMAR DUTTA	ADIPD8270C 00045170	NON- EXECUTIVE/ INDEPENDENT	21-05-2018			22 months	17-07-1947	1	1	1	0
Mrs	AARADHANA JHUNJHUNWALA	ACYPJ1485C 00550481	NON- EXECUTIVE/ INDEPENDENT	14-11-2019			5 months	24-05-1965	1	1	1	0

Securities and Exchange Board of India

II Composition of committee					
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/ Non-Executive/ Independent/Nominees \$	Date of appointment	Date of cessation	Remarks
1. Audit Committee	Mr BHARAT BAJORIA	NON-EXECUTIVE/ INDEPENDENT	09-09-2014		Refer sl.1
	Mr CHANDRA KUMAR DHANUKA	EXECUTIVE DIRECOTR	09-09-2014		
	Mr VIVEK GOENKA	NON-EXECUTIVE/ INDEPENDENT	30-08-2017		
	Mr ASHOKE KUMAR DUTTA	NON-EXECUTIVE/ INDEPENDENT	21-05-2018		
Whether Regular Chairperson appointment	YES				
2. Nomination & Remuneration Committee (if applicable)	Mr VIVEK GOENKA	NON-EXECUTIVE/ INDEPENDENT	30-08-2017		Refer sl.2.
	Ms AARADHANA JHUNJHUNWALA	NON-EXECUTIVE/ INDEPENDENT	14-11-2019		
	Mr CHANDRA KUMAR DHANUKA	EXECUTIVE DIRECOTR	09-09-2014		
	Mr BHARAT BAJORIA	NON-EXECUTIVE/ INDEPENDENT	21-05-2018		
Whether Regular Chairperson appointment	YES				
3. Risk Management Committee	Mr CHANDRA KUMAR DHANUKA	EXECUTIVE DIRECOTR	09-09-2014		
	Mr MRIGANK DHANUKA	NON-EXECUTIVE/ NON-INDEPENDENT	09-09-2014		
	Mr RAJIV KUMAR SHARMA	NON-EXECUTIVE/ NON-INDEPENDENT	09-09-2014		
Whether Regular Chairperson appointment	YES				
4.Stakeholders Relationship Committee	Mr VIVEK GOENKA	NON-EXECUTIVE/ INDEPENDENT	30-08-2017		Refer sl.3.
	Mr CHANDRA KUMAR DHANUKA	EXECUTIVE DIRECOTR	09-09-2014		
	Ms AARADHANA JHUNJHUNWALA	NON-EXECUTIVE/ INDEPENDENT	14-11-2019		
Whether Regular Chairperson appointment	YES				
& 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					
1. Mr. Bharat Bajoria was appointed as the member of the Audit Committee on 09.09.2014 and as its chairperson on 21.05.2018.					
2. Mr. Vivek Goenka was appointed as the member of the NRC on 30.08.2017 and as its chairperson on 21.05.2018.					
3. Mr. Vivek Goenka was appointed as the member of the SRC on 30.08.2017 and as its chairperson on 21.05.2018.					

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)
14-11-2019	11-02-2020	Yes	7	4	88

*To be filled in only for the current quarter meeting

IV Meeting of Committees

Date(s) of Meeting (if any) in the Relevant Quarter	Whether requirement of Quorum met (details)*	Number of Directors Present*	Number of Independent Directors Present*	Date(s) of Meeting (if any) in the Previous quarter	Maximum gap between any two Consecutive (in Number of days)
Audit Committee 11-02-2020	Audit Committee – Yes 4 out of 4	4	3	Audit Committee 14-11-2019	88

*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

Note: 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" ,ay be indicated
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors in in terms of SEBI (Listing Obligations and Disclosure) Regulations, 2018 – 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
 - Stakeholder 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 Requirement) Regulations, 2015. YES
- The meetings of the board of Directors and the above committees have been conducted in the manner as specified kin SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. YES
- 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

Name & Designation

R MAHADEVAN
Company Secretary & Compliance Officer

ANNEXURE II

1. Dhunseri Tea & Industries Limited

2. Year Ending: 31.03.2020

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	NA
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analyst or institutional investors simultaneously with submission to stock exchange	NA
New name and the old name of the listed entity	NA
Advertisements as per Regulation 47(1)	Yes
Credit rating or revision of credit rating obtained	Yes
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
Whether Company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes

Dividend distribution policy as per Regulation 43A (as applicable)	NA	
It is certified that these contents on the website of the listed entity are correct	Yes	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of nomination & remuneration committee	19(2A)	Yes
Meeting of nomination & remuneration committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Meeting of risk management committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA

Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24A	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Directorship & Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from independent director	25(8) & (9)	Yes
D & O insurance for independent directors	25 (10)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
III Affirmations:		
Yes		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
Name & Designation	R. Mahadevan	
Company Secretary / Compliance Officer / Managing Director / CEO	Company Secretary & Compliance Officer	