

**Report on Corporate Governance by a listed entity on quarterly basis**

**ANNEXURE I**

1. Name of Listed Entity DHUNSERI TEA & INDUSTRIES LIMITED  
 2. Quarter ended 31<sup>st</sup> March, 2026

**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 membership 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     | 00005684  | CHAIRPERSON/ MANAGING DIRECTOR   | 09-09-2014                  | 01-01-2024             |                   |            | 19-01-1954    | 7   | 2  | 9  | 1   |
| MRS.         | BHARATI DHANUKA           | 02397650  | VICE CHAIRMAN/ MANAGING DIRECTOR   | 25-03-2022                  | 25-03-2022             |                   |            | 12-03-1980    | 5   | 0  | 1  | 0   |
| MR.          | RAJIV KUMAR SHARMA        | 05197101  | NON-EXECUTIVE/ NON-INDEPENDENT   | 09-09-2014                  | 09-09-2014             |                   |            | 07-04-1965    | 2   | 0  | 0  | 0   |
| MR.          | MAYANK BERIWALA           | 06684029  | EXECUTIVE DIRECTOR   | 12-02-2025                  | 12-02-2025             |                   |            | 03-01-1979    | 1   | 0  | 0  | 0   |
| MR.          | VIVEK GOENKA*             | 00042285  | NON-EXECUTIVE/ INDEPENDENT   | 30-08-2017                  | 30-08-2022             |                   | 103 months | 08-06-1982    | 2   | 2  | 2  | 1   |
| MR.          | ASHOKE KUMAR DUTTA**      | 00045170  | NON-EXECUTIVE/ INDEPENDENT   | 21-05-2018                  | 21-05-2023             |                   | 94 months  | 17-07-1947    | 3   | 3  | 4  | 1   |
| MRS.         | AARADHANA JHUNJHUNWALA*** | 00550481  | NON-EXECUTIVE/ INDEPENDENT   | 14-11-2019                  | 14-11-2024             |                   | 77 months  | 24-05-1965    | 1   | 1  | 1  | 0   |
| MR.          | SIDDHARTHA RAMPURIA****   | 00755458  | NON-EXECUTIVE/ INDEPENDENT   | 27-05-2024                  | 27-05-2024             |                   | 22 month   | 06-10-1965    | 1   | 1  | 1  | 1   |

\*Mr. Vivek Goenka was re-appointed as an Independent Director of the Company for a second term of five years w.e.f 30th August, 2022.

\*\* Prof. Ashoke Kumar Dutta was re-appointed as an Independent Director of the Company for a second term of five years w.e.f 21<sup>st</sup> May, 2023 by the shareholders through Postal ballot on 17<sup>th</sup> March, 2023.

\*\*\* Mrs. Aaradhana Jhunjunwala was re-appointed as an Independent Director of the Company for a second term of five years w.e.f 14<sup>th</sup> November, 2024 by the shareholders at the Annual General Meeting (AGM) held on 21<sup>st</sup> August, 2024.

\*\*\*\* Mr. Siddhartha Rampuria was appointed as an Independent Director of the Company w.e.f. 27<sup>th</sup> May, 2024 by the shareholders at the AGM held on 21<sup>st</sup> August, 2024.

Whether Regular Chairperson appointed- Yes

Whether Chairperson is related to managing director or CEO: Yes.

Mr. C.K.Dhanuka, Chairperson is also the Managing Director and Father-in-law of Mrs. B.Dhanuka, Vice Chairman & Managing Director. Mr. C.K.Dhanuka is not related to CEO.

| <b>II Composition of committee</b>   |                                  |   |                                |                              |                |
|--|----------------------------------|---|--------------------------------|------------------------------|----------------|
| <b>Name of Committee</b>   | <b>Name of Committee Members</b> | <b>Category<br/>(Chairperson/Executive/<br/>Non-Executive/<br/>Independent/Nominees</b> | <b>Date of<br/>appointment</b> | <b>Date of<br/>cessation</b> | <b>Remarks</b> |
| <b>1. Audit Committee</b>  | MR. SIDDHARTHA RAMPURIA          | NON-EXECUTIVE/<br>INDEPENDENT DIRECTOR  | 08-09-2024                     |                              | Refer sl.1     |
|  | MR. CHANDRA KUMAR DHANUKA        | EXECUTIVE DIRECTOR  | 09-09-2014                     |                              |                |
|  | MR. VIVEK GOENKA                 | NON-EXECUTIVE/<br>INDEPENDENT DIRECTOR  | 30-08-2017                     |                              |                |
|  | PROF. ASHOKE KUMAR DUTTA         | NON-EXECUTIVE/<br>INDEPENDENT DIRECTOR  | 21-05-2018                     |                              |                |
| <b>Whether Regular Chairperson<br/>appointment</b>   | <b>YES</b>                       |   |                                |                              |                |
| <b>2. Nomination &amp;<br/>Remuneration Committee (if<br/>applicable)</b>                                      | MR. VIVEK GOENKA                 | NON-EXECUTIVE/<br>INDEPENDENT DIRECTOR  | 30-08-2017                     |                              | Refer sl.2.    |
|  | MS. AARADHANA JHUNJHUNWALA       | NON-EXECUTIVE/<br>INDEPENDENT DIRECTOR  | 14-11-2019                     |                              |                |
|  | MR. CHANDRA KUMAR DHANUKA        | EXECUTIVE DIRECTOR  | 09-09-2014                     |                              |                |
|  | MR. SIDDHARTHA RAMPURIA          | NON-EXECUTIVE/<br>INDEPENDENT DIRECTOR  | 08-09-2024                     |                              |                |
| <b>Whether Regular Chairperson<br/>appointment</b>   | <b>YES</b>                       |   |                                |                              |                |
| <b>3. Stakeholders Relationship<br/>Committee</b>  | MR. VIVEK GOENKA                 | NON-EXECUTIVE/<br>INDEPENDENT DIRECTOR  | 30-08-2017                     |                              | Refer sl.3.    |
|  | MR. CHANDRA KUMAR DHANUKA        | EXECUTIVE DIRECTOR  | 09-09-2014                     |                              |                |
|  | MS. AARADHANA JHUNJHUNWALA       | NON-EXECUTIVE/<br>INDEPENDENT DIRECTOR  | 14-11-2019                     |                              |                |
| <b>Whether Regular Chairperson<br/>appointment</b>   | <b>YES</b>                       |   |                                |                              |                |
| <b>4. Risk Management<br/>Committee</b>  | MR. CHANDRA KUMAR DHANUKA        | EXECUTIVE DIRECTOR  | 09-09-2014                     |                              |                |
|  | MR. MAYANK BERIWALA              | EXECUTIVE DIRECTOR  | 12-02-2025                     |                              |                |
|  | MR. RAJIV KUMAR SHARMA           | NON-EXECUTIVE/<br>NON-INDEPENDENT DIRECTOR  | 09-09-2014                     |                              |                |
| <b>Whether Regular Chairperson<br/>appointment</b>   | <b>YES</b>                       |   |                                |                              |                |
| 1. Mr. Siddhartha Rampuria was appointed as the Chairperson of the AC w.e.f. 08.09.2024.                       |                                  |   |                                |                              |                |
| 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. |                                  |   |                                |                              |                |



## ANNEXURE II

### 1. Dhunseri Tea & Industries Limited

### 2. Year Ending: 31.03.2026

| <b>I. Disclosure on website in terms of Listing Regulations</b>   |  |   |
|---|--|---|
| <b>Item</b>   | <b>Compliance status (Yes/No/NA)</b><br>refer note below | <b>If Yes provide link to website. If No / NA provide reasons</b>   |
| <b>As per regulation 46(2) of the LODR:</b>   |  |   |
| a) Details of business  | Yes  | <a href="https://dhunseritea.com/business/">https://dhunseritea.com/business/</a>   |
| b) Terms and conditions of appointment of independent directors   | Yes  | <a href="https://dhunseritea.com/wp-content/uploads/2015/06/Terms-conditions-of-appointment-of-IndependentDirectors.pdf">https://dhunseritea.com/wp-content/uploads/2015/06/Terms-conditions-of-appointment-of-IndependentDirectors.pdf</a> |
| c) Composition of various committees of board of directors  | Yes  | <a href="https://dhunseritea.com/composition-of-committees/">https://dhunseritea.com/composition-of-committees/</a>   |
| d) Code of conduct of board of directors and senior management personnel  | Yes  | <a href="https://dhunseritea.com/investor/ccp/code-of-conduct/">https://dhunseritea.com/investor/ccp/code-of-conduct/</a>   |
| e) Details of establishment of vigil mechanism/ Whistle Blower policy   | Yes  | <a href="https://dhunseritea.com/wp-content/uploads/2015/03/vigil-mechanism.pdf">https://dhunseritea.com/wp-content/uploads/2015/03/vigil-mechanism.pdf</a>   |
| f) Criteria of making payments to non-executive directors   | Yes  | <a href="https://dhunseritea.com/wp-content/uploads/2025/03/Criteria-for-payment-to-NED.pdf">https://dhunseritea.com/wp-content/uploads/2025/03/Criteria-for-payment-to-NED.pdf</a>   |
| g) Policy on dealing with related party transactions  | Yes  | <a href="https://dhunseritea.com/wp-content/uploads/2026/02/New-RPT-Policy-2.pdf">https://dhunseritea.com/wp-content/uploads/2026/02/New-RPT-Policy-2.pdf</a>   |
| h) Policy for determining 'material' subsidiaries   | Yes  | <a href="https://dhunseritea.com/wp-content/uploads/2025/02/Policy-for-determining-Material-Subsidiary.pdf">https://dhunseritea.com/wp-content/uploads/2025/02/Policy-for-determining-Material-Subsidiary.pdf</a>                           |
| i) Details of familiarization programmes imparted to independent directors  | Yes  | <a href="https://dhunseritea.com/wp-content/uploads/2026/04/Familiariation-Program-for-Independent-Directors.pdf">https://dhunseritea.com/wp-content/uploads/2026/04/Familiariation-Program-for-Independent-Directors.pdf</a>               |
| j) Email address for grievance redressal and other relevant details   | Yes  | <a href="https://dhunseritea.com/investor/compliance/investor-grievance/">https://dhunseritea.com/investor/compliance/investor-grievance/</a>   |
| k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances  | Yes  | <a href="https://dhunseritea.com/investor/compliance/investor-grievance/">https://dhunseritea.com/investor/compliance/investor-grievance/</a>   |
| l) Financial results  | Yes  | <a href="https://dhunseritea.com/investor/fi/quarterly-review/">https://dhunseritea.com/investor/fi/quarterly-review/</a>   |
| m) Shareholding pattern   | Yes  | <a href="https://dhunseritea.com/investor/compliance/shp/">https://dhunseritea.com/investor/compliance/shp/</a>   |
| n) Details of agreements entered into with the media companies and/or their associates  | NA   |   |
| o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | NA   |   |
| p) New name and the old name of the listed entity   | NA   |   |
| q) Advertisements as per regulation 47 (1)  | Yes  | <a href="https://dhunseritea.com/investor/information/newspaper-publication/">https://dhunseritea.com/investor/information/newspaper-publication/</a>   |
| r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments  | Yes  | <a href="https://dhunseritea.com/investor/credit-rating/">https://dhunseritea.com/investor/credit-rating/</a>   |
| s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year  | Yes  | <a href="https://dhunseritea.com/subsidiaries/">https://dhunseritea.com/subsidiaries/</a>   |
| t) Memorandum of Association and Articles of Association  | Yes  | <a href="https://dhunseritea.com/wp-content/uploads/2025/01/MOA-AOA.pdf">https://dhunseritea.com/wp-content/uploads/2025/01/MOA-AOA.pdf</a>   |
| u) Brief profile of board of directors including directorship and full-time positions in body corporates  | Yes  | <a href="https://dhunseritea.com/board-of-directors/">https://dhunseritea.com/board-of-directors/</a>   |
| v) Secretarial Compliance Report  | Yes  | <a href="https://dhunseritea.com/investor/compliance/secretarial-compliance-report/">https://dhunseritea.com/investor/compliance/secretarial-compliance-report/</a>   |
| <b>As per other regulations of the LODR:</b>  |  |   |
| a) Whether company has provided information under separate section on its website as per Regulation 46(2)   | Yes  | <a href="http://www.dhunseritea.com">www.dhunseritea.com</a>  |
| b) Materiality Policy as per Regulation 30  | Yes  | <a href="https://dhunseritea.com/wp-content/uploads/2025/02/Policy-on-Materiality.pdf">https://dhunseritea.com/wp-content/uploads/2025/02/Policy-on-Materiality.pdf</a>   |

|   |     |   |
|---|-----|---|
| c) Dividend Distribution policy as per Regulation 43A (as applicable)                       | NA  |   |
| d) Disclosure under Regulation 30(8)  | Yes | <a href="https://dhunseritea.com/investor/compliance/regulation-30/">https://dhunseritea.com/investor/compliance/regulation-30/</a> |
| e) Statement of deviation(s) or variation(s) as specified in Regulation 32                  | NA  |   |
| f) Annual Return as provided under section 92 of the Companies Act, 2013                    | Yes | <a href="https://dhunseritea.com/investor/gm/annual-return/">https://dhunseritea.com/investor/gm/annual-return/</a>                 |
| g) Employee Benefit scheme documents framed in terms of SEBI (SEB) Regulations, 2021        | NA  |   |
| <i>It is certified that these contents on the website of the listed entity are correct.</i> |     |   |

| <b>II Annual Affirmations</b>   |                              |   |
|---|------------------------------|---|
| <b>Particulars</b>  | <b>Regulation Number</b>     | <b>Compliance status (Yes/No/NA) refer note below</b> |
| 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 and Remuneration Committee meeting   | 19(2A)                       | Yes   |
| Meeting of Nomination & Remuneration Committee  | 19(3A)                       | Yes   |
| Composition of Stakeholder Relationship Committee   | 20(1), 20(2) and 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)                   | Yes   |
| 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  | 24(A)                        | Yes   |
| Alternate Director to Independent Director  | 25(1)                        | Yes   |
| Maximum 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   |
| Directors and Officers insurance  | 25(10)                       | NA  |
| Memberships in Committees   | 26(1)                        | Yes   |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior                        | 26(3)                        | Yes   |

|   |               |     |
|---|---------------|-----|
| management Personnel  |               |     |
| 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 |
| <b>III Affirmations: Yes</b>  |               |     |
| The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied. |               |     |
| <b>Name &amp; Designation: URMI BHOTIKA</b>   |               |     |
| <b>Company Secretary &amp; Compliance Officer</b>   |               |     |

## Annexure IV

DHUNSERI TEA &amp; INDUSTRIES LIMITED

Half year Ending: 31st March, 2026

## I. Disclosure of Loans / guarantees / comfort letters / securities etc.refer note below

| A Any loan or any other form of debt advanced by the listed entity directly or indirectly to: |   |  |
|---|---|--|
| Entity  | Aggregate amount advanced during six months | Balance outstanding at the end of six months |
| Promoter or any other entity controlled by them   | -   | -  |
| Promoter Group or any other entity controlled by them   | -   | -  |
| Directors (including relatives) or any other entity controlled by them                        | -   | -  |
| KMPs or any other entity controlled by them   | -   | -  |

## B Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity   | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking into account any invocation) |
|--|---------------------------------------|--|---|
| Promoter or any other entity controlled by them                        | -                                     | -  | -   |
| Promoter Group or any other entity controlled by them                  | -                                     | -  | -   |
| Directors (including relatives) or any other entity controlled by them | -                                     | -  | -   |
| KMPs or any other entity controlled by them                            | -                                     | -  | -   |

## C Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity   | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|--|--------------------------------------|--|--|
| Promoter or any other entity controlled by them                        | -                                    | -  | -  |
| Promoter Group or any other entity controlled by them                  | -                                    | -  | -  |
| Directors (including relatives) or any other entity controlled by them | -                                    | -  | -  |
| KMPs or any other entity controlled by them                            | -                                    | -  | -  |

## II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Dhunseri Tea & Industries Limited

Chief Executive Officer

Chief Financial Officer

## Note

- 1 These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
- by a government company to/ for the Government or government company
  - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - by a banking company or an insurance company ; and
  - by the listed entity to its employees or directors as a part of the service conditions
- 2 If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.