



**Quarterly Compliance Report on Corporate Governance
under Clause 49 of the Listing Agreement**

Name of the Company: **NANDAN DENIM LIMITED** (formerly known as Nandan Exim Limited)
 Quarter ending on: **31ST DECEMBER, 2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A.	Remarks
II. Board of Directors:	49 II		
(A) Composition of Board	49(IIA)	Yes	--
(B) Independent Directors	49(IIB)	Yes	--
(C) Non-executive Directors' compensation & disclosures	49(IIC)	Yes	The Company is not paying any compensation to Non-Executive Directors except Sitting Fees for Board / Committee Meetings.
(D) Other provisions as to Board and Committees	49(IID)	Yes	--
(E) Code of Conduct:	49(IIE)	Yes	--
(F) Whistle Blower Policy	49(IIF)	Yes	--
III. Audit Committee:	49(III)		
(A) Qualified & Independent Audit Committee	49(IIIA)	Yes	--
(B) Meeting of Audit Committee	49(IIIB)	Yes	--
(C) Powers of Audit Committee	49(IIIC)	Yes	--
(D) Role of Audit Committee	49(IIID)	Yes	--
(E) Review of Information by Audit Committee	49(IIIE)	Yes	--
IV. Nomination and Remuneration Committee	49(IV)	Yes	--
V. Subsidiary Companies	49(V)	N.A.	The Company does not have any subsidiary.
VI. Risk Management	49(VI)	Yes	--
VII. Related Party Transactions	49(VII)	Yes	--
VIII. Disclosures:	49(VIII)		
(A) Related party transactions	49(VIIIA)	Yes	Complied in the Annual Report for the year 2013– 14. Will be complied in the Annual Report of 2014 – 15.



(B) Disclosure of Accounting Treatment	49(VIIIB)	Yes	Complied in the Annual Report for the year 2013– 14. Will be complied in the Annual Report of 2014 – 15.
(C) Remuneration of Directors	49(VIIIC)	Yes	Complied in the Annual Report for the year 2013– 14. Will be complied in the Annual Report of 2014 – 15.
(D) Management	49(VIIID)	Yes	Complied in the Annual Report for the year 2013– 14. Will be complied in the Annual Report of 2014 – 15.
(E) Shareholders	49(VIIIE)	Yes	Complied in the Annual Report for the year 2013– 14. Will be complied in the Annual Report of 2014 – 15.
(F) Proceeds from Public Issue, Rights Issue, Preferential Issue, etc.	49(VIIIF)	N.A.	The Company has not made any Public Issue, Right Issue, Preferential Issue, etc.
IX.CEO/CFO Certification	49(IX)	Yes	Complied in the Annual Report for the year 2013– 14. Will be complied in the Annual Report of 2014 – 15.
VI.Report on Corporate Governance	49 (X)	Yes	Complied in the Annual Report for the year 2013– 14. Will be complied in the Annual Report of 2014 – 15.
VII.Compliance	49 (XI)	Yes	Complied in the Annual Report for the year 2013– 14. Will be complied in the Annual Report of 2014 – 15.

For NANDAN DENIM LIMITED

Sd/-

**PURVEE ROY
COMPANY SECRETARY
&
COMPLIANCE OFFICER**

**Date: January 8, 2015
Place: Ahmedabad**