

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

Name of the Company: **NANDAN DENIM LIMITED**
Quarter ending on: **31ST DECEMBER, 2013**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I Board of Directors:	49 I		
(A) Composition of Board	49(IA)	Yes	--
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	--
(C) Other provisions as to Board and Committees	49 (IC)	Yes	--
D) Code of Conduct:	49 (ID)		
To lay down a Code of Conduct for all board members and senior management	49 (ID)(i)	Yes	Affirmation made for 2012 – 13 in Annual Report. Affirmation will be made in Annual Report for 2013 – 14.
Board members and senior management to affirm compliance on an annual basis. Annual Report to contain declaration to this effect signed by C.E.O.	49 (ID)(ii)	Yes	Affirmation made for 2012 – 13 in Annual Report. Affirmation will be made in Annual Report for 2013 – 14.
II. Audit Committee:	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	--
(B) Meeting of Audit Committee	49 (IIB)	Yes	--
(C) Powers of Audit Committee	49 (IIC)	Yes	--
(D) Role of Audit Committee	49 (IID)	Yes	--
(E) Review of Information by Audit Committee	49 (IIE)	Yes	--
III. Subsidiary Companies	49 (III)	N.A.	--
IV. Disclosures:	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	--
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	--
(C) Board Disclosures	49 (IV C)	Yes	--
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	--

(E) Remuneration of Directors	49 (IV E)	Yes	Complied in the Annual Report for the year 2012 – 13. Will be complied in the Annual Report of 2013 – 14.
(F) Management	49 (IV F)	Yes	Complied in the Annual Report for the year 2012 – 13. Will be complied in the Annual Report of 2013 – 14.
(G) Shareholders	49 (IV G)	Yes	Complied in the Annual Report for the year 2012 – 13. Will be complied in the Annual Report of 2013 – 14.
V.CEO/CFO Certification	49(V)	Yes	Complied in the Annual Report for the year 2012 – 13. Will be complied in the Annual Report of 2013 – 14.
VI.Report on Corporate Governance	49 (VI)	Yes	Complied in the Annual Report for the year 2012 – 13. Will be complied in the Annual Report of 2013 – 14.
VII.Compliance	49 (VII)	Yes	Complied in the Annual Report for the year 2012 – 13. Will be complied in the Annual Report of 2013 – 14.

For NANDAN DENIM LIMITED

Date: January 1, 2014
Place: Ahmedabad

COMPLIANCE OFFICER