



ANNEXURE – I

QUARTERLY CORPORATE GOVERNANCE REPORT

Name of Listed Entity: NANDAN DENIM LIMITED

Quarter ending: MARCH 2016

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ^{&}	Date of Appointment in the current term / cessation	Tenure *	No. of Directorship in listed entities including this listed entity	No. 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
Mr.	Vedprakash Chiripal	AAHPC2102Q00290454	C – NE	11/08/2003	-	2	3	0
Mr.	Brijmohan Chiripal	ACCPA7904K00290426	MD – E	14/12/1998	-	1	0	0
Mr.	Tara Sankar Bhattacharya	AECPB7078M00157305	I - NE	06/02/2013	5 years	6	5	1
Mr.	Ambalal Patel	AHNPP1756C00037870	I – NE	21/02/2007	5 years	7	5	4
Mr.	Yasho Verdhan Verma	AAGPV7151F06389278	I – NE	29/04/2015	5 years	2 [#]	1 [#]	0
Mrs.	Pratima Ram	ABNPR8942E03518633	I – NE	11/11/2014	5 years	4	3	2
Mr.	Giraj Mohan Sharma	AANPS5342J01215950	I – NE	11/11/2014	5 years	1	1	0
Mr.	Pradeep Kumar Shrivastava	ATPPS8374K07493616	WTD – E	11/03/2016	-	1	0	0



Mr.	Ganesh Kapooraram Khawas	ASYPK2618J 02676657	WTD – E	11/03/2016	-	1	0	0
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§ - PAN of any Director would not be displayed on the website of the Stock Exchange

& - Category of Director means Executive / Non-Executive / Independent / Nominee. If a Director fits into more than one category, write all categories separating them with hyphen.

* - To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling period.

C – Chairman, MD – Managing Director, I – Independent, E – Executive, NE – Non-Executive, WTD – Whole Time Director

- Mr. Yasho Verdhan Verma is a Shareholder Director in Dena Bank which is governed by Banking Companies (Acquisitions and Transfer of Undertakings) Act, 1970. His directorship in Dena Bank (listed on BSE & NSE) and his committee membership in the Stakeholders Relationship Committee of Dena Bank has been considered for the purpose of number of directorships in listed entities and number of memberships in other entities.

II. Composition of Committee		
Name of Committee	Name of Committee members	Category & (Chairperson / Executive / Non-Executive / Independent / Nominee)
1. Audit Committee	Mr. Ambalal Patel Mr. Tara Sankar Bhattacharya Ms. Pratima Ram Mr. Vedprakash Chiripal	C – I – NE I – NE I – NE NE
2. Nomination & Remuneration Committee	Dr. Yasho Verdhan Verma Mr. Vedprakash Chiripal Mr. Tara Sankar Bhattacharya	C – I – NE NE I – NE
3. Stakeholders Relationship Committee	Ms. Pratima Ram Mr. Giraj Mohan Sharma Mr. Vedprakash Chiripal	C – I – NE I – NE NE
4. Corporate Social Responsibility Committee	Dr. Yasho Verdhan Verma Mr. Giraj Mohan Sharma Mr. Vedprakash Chiripal	C – I – NE I – NE NE

& - 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.

C – Chairman, I – Independent, NE – Non-Executive



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	Maximum gap between any two consecutive meetings (in number of days)
November 3, 2015	February 12, 2016 March 11, 2016	100 days 27 days

IV. Meeting of Committees			
Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
Audit Committee February 12, 2016	Yes – all members were present	November 3, 2015	100 days
Stakeholders Relationship Committee February 12, 2016	Yes – all members were present	November 3, 2015	100 days
Corporate Social Responsibility Committee February 12, 2016	Yes – all members were present.	November 3, 2015	100 days
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			

V. Related Party Transactions	
Subject	Compliance Status (Yes / No / NA) <small>Refer note below</small>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material Related Party Transactions	Not Applicable but as good corporate governance practice, the Company has passed resolution for shareholders' approval
Whether details of Related Party Transactions entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
Note:	
1. In the column 'Compliance Status', compliance or non-compliance may be indicated by Yes / No / N.A.	
2. If status is 'No', details of non-compliance may be given here.	



VI. Affirmations

1. The composition of the Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**
2. The composition of the following committees is in terms with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to top 100 listed entities)
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**
4. The meetings of the Board of Directors and above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**
5. This report and / or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here – **The Corporate Governance Report for the quarter ended 31st December, 2015 was placed in the Board Meeting held on 12th February, 2016. Further, the Corporate Governance Report for the quarter / year ended 31st March, 2016 shall be placed in the next Board Meeting.**

For NANDAN DENIM LIMITED

Sd/-

**Purvee Roy
Company Secretary & Compliance Officer
(Mem. No. A26925)**



ANNEXURE – II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

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	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Not Applicable	
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 media companies and / or their associates	Not Applicable	
New name and the old name of the listed entity	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)	Yes
Meeting of board of directors	17(2)	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
Composition of audit committee	18(1)	Yes
Meeting of audit committee	18(2)	Yes



Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of stakeholders relationship committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1), (2), (3), (4)	Not Applicable
Vigil mechanism	22	Yes
Policy for related party transaction	23(1), (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)	Not Applicable but as good corporate governance practice, the Company has passed resolution for shareholders' approval
Composition of board of directors of unlisted material subsidiary	24(1)	Not Applicable
Other corporate governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Not Applicable
Maximum directorship and tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
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:

The listed company has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied – **Not Applicable**.

For NANDAN DENIM LIMITED

Sd/-

Purvee Roy
Company Secretary & Compliance Officer
(Mem. No. A26925)