



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 MARCH, 2015

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	Total strength of the Board is - 6 No. of Independent Directors - 4 No. of Non-Independent Directors - 2
(B) Independent Directors	49(II B)	Yes	Total No. of Independent Directors - 4
(C) Non-executive Directors' compensation & disclosures	49(II C)	Yes	<ul style="list-style-type: none"> • Apart from receiving sitting fees, Independent Directors do not have any material pecuniary relationships or transactions with the Company or associated Companies; • No Commission has been paid during the quarter ended 31.03.2015; • No Stock Options has been granted to any of the Directors during the quarter ended 31.03.2015.
(D) Other provisions as to Board and Committees	49(II D)	Yes	--
(E) Code of Conduct:	49(II E)	Yes	--
(F) Whistle Blower Policy	49(II F)	Yes	Whistle Blower Policy is in place.
III. Audit Committee:	49(III)		
(A) Qualified & Independent Audit Committee	49(III A)	Yes	Total strength of the Committee is 3 of which 2 are Independent including Chairman. All the members of the Audit Committee are financially literate and one of them has financial management expertise.
(B) Meeting of Audit Committee	49(III B)	Yes	Committee met every quarter to approve the accounts.



(C) Powers of Audit Committee	49(IIIC)	Yes	The Committee has adequate powers to investigate, to seek information, to obtain outside legal or professional advice and to secure attendance of outsiders with relevant expertise.
(D) Role of Audit Committee	49(IIID)	Yes	In line with the stipulation mentioned above.
(E) Review of Information by Audit Committee	49(IIIE)	Yes	Audit Committee reviews all the information as per the guidelines.
IV. Nomination and Remuneration Committee	49(IV)	Yes	Total strength of the Committee is 3 of which 2 are Independent including Chairman.
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	Summarized statement of transactions with Related Parties is submitted on a quarterly basis to the Audit Committee.
(B) Disclosure of Accounting Treatment	49(VIIIB)	Yes	Applicable accounting standards are being complied with on a continual basis and due disclosure is made in the Annual Report.
(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	Management Discussion and Analysis Report is a part of Directors' Report which is annually published in the Annual Report.
(E) Shareholders	49(VIIIE)	Yes	All necessary information are uploaded in the Company's website as required.
(F) Proceeds from Public Issue, Rights Issue, Preferential Issue, etc.	49(VIIIF)	N.A.	No such proceed is generated during this quarter.
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: April 4, 2015
Place: Ahmedabad