



**ANNEXURE – I**

**QUARTERLY CORPORATE GOVERNANCE REPORT**

**Name of Listed Entity: NANDAN DENIM LIMITED**

**Quarter ending: SEPTEMBER 2016**

<b>I. Composition of Board of Directors</b>								
Title (Mr. / Ms.)	Name of the Director	PAN <sup>S</sup> & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>&amp;</sup>	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	AAHPC2102Q 00290454	C – NE	11/08/2003	-	2	3	0
Mr.	Brijmohan Chiripal	ACCPA7904K 00290426	MD – E	14/12/1998	-	1	0	0
Mr.	Tara Sankar Bhattacharya	AECPB7078M 00157305	I - NE	06/02/2013	5 years	4	3	1
Mr.	Ambalal Patel	AHNPP1756C 00037870	I – NE	21/02/2007	5 years	7	5	4
Mr.	Yasho Verdhan Verma	AAGPV7151F 06389278	I – NE	29/04/2015	5 years	2 <sup>#</sup>	1 <sup>#</sup>	0
Mrs.	Pratima Ram	ABNPR8942E 03518633	I – NE	11/11/2014	5 years	4	3	2
Mr.	Giraj Mohan Sharma	AANPS5342J 01215950	I – NE	11/11/2014	5 years	1	1	0



Mr.	Pradeep Kumar Shrivastava	ATPPS8374K 07493616	WTD – E	11/03/2016	-	1	0	0
Mr.	Ganesh Kapooraram Khawas	ASYPK2618J 02676657	WTD – E	11/03/2016 (appointment) 04/07/2016 (cessation)	-	1	0	0
<p>§ - PAN of any Director would not be displayed on the website of the Stock Exchange  &amp; - 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.</p>								
<p>C – Chairman, MD – Managing Director, I – Independent, E – Executive, NE – Non-Executive, WTD – Whole Time Director</p>								
<p># - 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 &amp; 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.</p>								

<b>II. Composition of Committee</b>		
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		

<b>III. Meeting of Board of Directors</b>		
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)
28 <sup>th</sup> May, 2016	10 <sup>th</sup> August, 2016	73 days

<b>IV. Meeting of Committees</b>			
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 10 <sup>th</sup> August, 2016	Yes – majority members were present	28 <sup>th</sup> May, 2016	73 days
Stakeholders Relationship Committee 10 <sup>th</sup> August, 2016	Yes – majority members were present	28 <sup>th</sup> May, 2016	73 days
Nomination & Remuneration Committee 10 <sup>th</sup> August, 2016	Yes – majority members were present	28 <sup>th</sup> May, 2016	73 days
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			

<b>V. Related Party Transactions</b>	
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
<b>Note:</b> <ol style="list-style-type: none"> <li>In the column 'Compliance Status', compliance or non-compliance may be indicated by Yes / No / N.A.</li> <li>If status is 'No', details of non-compliance may be given here.</li> </ol>	



<b>VI. Affirmations</b>
<ol style="list-style-type: none"><li>1. The composition of the Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - <b>Yes</b></li><li>2. The composition of the following committees is in terms with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - <b>Yes</b><ol style="list-style-type: none"><li>a. Audit Committee</li><li>b. Nomination &amp; Remuneration Committee</li><li>c. Stakeholders Relationship Committee</li><li>d. Risk Management Committee (applicable to top 100 listed entities)</li></ol></li><li>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 - <b>Yes</b></li><li>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 - <b>Yes</b></li><li>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 – <b>The Corporate Governance Report for the quarter ended 30<sup>th</sup> June, 2016 was placed in the Board Meeting held on 10<sup>th</sup> August, 2016. Further, the Corporate Governance Report for the quarter ended 30<sup>th</sup> September, 2016 shall be placed in the next Board Meeting.</b></li></ol>
<b>For NANDAN DENIM LIMITED</b>  <b>Sd/-</b>  <b>Purvee Roy</b> <b>Company Secretary &amp; Compliance Officer</b> <b>(Mem. No. A26925)</b>



**ANNEXURE – III**

<b>I. Affirmations</b>		
Broad heading	Regulation number	Compliance status (Yes / No / NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	NA
Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note:</p> <ol style="list-style-type: none"> <li>In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated;</li> <li>If status is “No” details of non-compliance may be given here</li> <li>If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		
<p><b>For NANDAN DENIM LIMITED</b></p> <p><b>Sd/-</b></p> <p><b>Purvee Roy</b>  <b>Company Secretary &amp; Compliance Officer</b>  <b>(Mem. No. A26925)</b></p>		