



**ANNEXURE-I**

**QUARTERLY CORPORATE GOVERNANCE REPORT**

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

**Quarter ending: DECEMBER 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/in dependent/ Nominee) <sup>&amp;</sup>	Date of Appointment in the current term / cessation	Tenure* (in months)	No of Directorship in listed entities including this listed entity	Number 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
Mr.	Yasho Verdhan Verma	AAGPV7151F 06389278	I - NE	29/04/2015	60	2#	1#	0
Mr.	Vedprakash Chiripal	AAHPC2102Q 00290454	C – NE	11/08/2003	-	2	3	0
Mr.	Giraj Mohan Sharma	AANPS5342J 01215950	I - NE	11/11/2014	60	1	1	1
Mrs.	Pratima Ram	ABNPR8942E 03518633	I - NE	11/11/2014	60	5	3	0
Mr.	Brijmohan Chiripal	ACCPA7904K 00290426	MD – E	01/10/2009	-	1	0	0
Mr.	Tara Sankar Bhattacharya	AECPB7078M 00157305	I - NE	06/02/2013	60	4	3	1
Mr.	Ambalal Patel	AHNPP1756C 00037870	I - NE	21/02/2007	60	7	5	4
Mr.	Pradeep Kumar Shrivastava	ATPPS8374K 07493616	WTD - E	11/03/2016	-	1	0	0



§ - PAN of any Director would not be displayed on the website of Stock Exchange.

& - 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.

\* - 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 off 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 directorship in listed entities and number of memberships in other entities.

Mr. Yasho Verdhan Verma resigned from the independent Directorship of the Company with effect from 15.12.2016.

<b>II. Composition of Committees</b>		
Name of Committee	Name of Committee members	Category <sup>&amp;</sup> (Chairperson/Executive/Non- Executive/independent/Nominee)
1. Audit Committee	Mr. Ambalal Patel Ms. Pratima Ram Mr. Tara Sankar Bhattacharya Mr. Vedprakash Chiripal	C – I – NE I – NE I – NE NE
4. Corporate Social Responsibility Committee	Mr. Brijmohan Chiripal Mr. Giraj Mohan Sharma Mr. Vedprakash Chiripal	NE C – I – NE NE
2. Nomination & Remuneration Committee	Mr. Ambalal Patel Mr. Tara Sankar Bhattacharya Mr. Vedprakash Chiripal	I – NE C – I – NE NE
3. Stakeholders Relationship Committee	Mr. Giraj Mohan Sharma Ms. Pratima Ram 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 (in number of days)
10 <sup>th</sup> August, 2016	14 <sup>th</sup> November, 2016	95 days

<b>IV. Meeting of Committees</b>			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
Audit Committee 14 <sup>th</sup> November, 2016	Yes – majority members were present	14 <sup>th</sup> August, 2016	95 days

<b>V. Related Party Transactions</b>	
Subject	Compliance Status (Yes / No / NA) <sup>refer note below</sup>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material Related Party Transactions	Not Applicable
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 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 of 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 the 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 the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes

**For NANDAN DENIM LIMITED**

**Sd/-**  
**Purvee Roy**  
**Company Secretary & Compliance Officer**  
**(Mem. No. F8978)**