

**April 12, 2018**

**To**

The Head-Listing Compliance  
**The Calcutta Stock Exchange Ltd**  
7, Lyons Range, Dalhousie, Murgighata,  
B B D Bagh , Kolkata  
West Bengal 700001  
**Scrip Code-CSE-10025057**

**To**

The Head-Listing Compliance  
**Metropolitan Stock Exchange of India Limited**  
Vibgyor Towers, 4th Floor,  
Plot No C 62, G – Block, Opp. Trident Hotel,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400098, India  
**Scrip Code-MCX-DENIMDL**

**Sub: Submission of Compliance Report on Corporate Governance for the Quarter Ended 31<sup>st</sup> March, 2018.**

Sir / Madam,

Pursuant to **Regulation 27 (2) (a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015**, we are herewith enclosing report on Corporate Governance as “**Annexure –I**” for the Quarter Ended 31<sup>st</sup> March, 2018 and A Report at the end of financial year as “**Annexure –II**”,

Kindly acknowledge the receipt, and please take the same on record.

Thanking You,

**For Denim Developers Limited**


Mukul Chaturvedi  
Whole Time Director  
DIN: 06708781

Encl: as above

**Quarterly Compliance Report on Corporate Governance**

1. Name of Listed Entity: Denim Developers Limited
2. Quarter ending: 31<sup>st</sup> March, 2018

<b>I. Composition of Board of Directors</b>								
Title (Mr / Ms)	Name of the Director	PAN & DIN DIN	Category (Chairperson /Executive/ Non-Independent /Nominee)	Date of Appointment in the current Term/ Cessation	Tenure	No of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulation)	Number of Membership in Audit/ Stakeholder Committees including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of Post of Chairperson In Audit/ Stakeholder Committee held in listed entities including listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Ashish Jain*	ABYPJ5108R & 06472232	Independent Director	23.01.2013	62 Months	1	1	1
Mrs	Bharti Dayani**	CDOPD9683B & 07255663	Independent Director	30.09.2015/ 26.03.2018	32 Months	1	1	1
Mr	Nitin Gautam	AJNPG1730B & 03585538	Non-Executive Director	23.11.2015	28 Months	1	-	-
Mrs	Akansha Jain	AIOPJ3867G & 06596573	Non-Executive Director	23.11.2015	28 Months	1	-	-
Mr	Piyush Vijay	AQXPV6230A & 07340701	Non-Executive Director	23.11.2015	28 Months	1	1	-
Mr	Mukul Chaturvedi	ADGPC9140A & 06708781	Whole Time Director	30.09.2015	37 Months	1	-	-
Mrs	Priyanka Sharma	GMTPS1922N & 07440504	Independent Director	08.12.2016	16 Months	1	-	-

CIN: L36101WB1969PLC115504

Website :- [www.denimdevelopersltd.com](http://www.denimdevelopersltd.com) E-Mail :- [info@denim.org.in](mailto:info@denim.org.in)  
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Mr	Yogesh Bansal***	CFUPB5672J & 08058142	Independent Director	26.03.2018	1 Month	1	1	-
<p>* Mr. Ashish Jain, Non executive Independent Director, has appointed as a Chairperson in Audit Committee, Nomination &amp; Remuneration Committee and Stakeholders Relationship Committee of the company w.e.f. 26.03.2018.</p> <p>** Mrs. Bharti Dayani, Non Executive Independent Director, has resigned from the board on dated 26.03.2018, therefore, Mr. Ashish Jain appointed as a chairman in Audit Committee, Nomination &amp; Remuneration Committee and Stakeholders Relationship Committee of the company in the place of Mrs. Bharti Dayani w.e.f. 26.03.2018.</p> <p>*** Mr. Yogesh Bansal, Non Executive Independent Director, has appointed in the board and appointed as member of Audit Committee, Nomination &amp; Remuneration Committee and Stakeholders Relationship Committee of the company w.e.f. 26.03.2018.</p>								

## II. Composition of Committee

Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/Non- Executive /independent/ Nominee)
1. Audit Committee	1. Ashish Jain 2. Yogesh Bansal 3. Piyush Vijay	Independent Independent Non- Executive
2. Nomination & Remuneration Committee	1. Ashish Jain 2. Yogesh Bansal 3. Piyush Vijay	Independent Independent Non- Executive
3. Risk Management Committee(if applicable)	NA	NA
4. Stakeholders Relationship Committee	1. Ashish Jain 2. Yogesh Bansal 3. Piyush Vijay	Independent Independent 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 (in number of days)
05.12.2017	14.02.2018	70 Days
	26.03.2018	-



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**IV. Meeting of Committee**

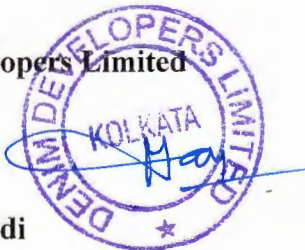
Date(s) of meeting of the committee in the relevant quarter Quarter	Whether requirement Of Quorum met (Details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee-14.02.2018	Yes	05.12.2017	70 Days

**V. Related Party Transactions**

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

**VI. AFFIRMATIONS**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
  - Risk management committee (applicable to the top 100 listed entities)
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: NIL

**For Denim Developers Limited**

**Mukul Chaturvedi  
Whole Time Director  
DIN: 06708781**
**CIN: L36101WB1969PLC115504**



### Yearly Compliance Report on Corporate Governance

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	
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	NA	
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 redressed and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	Yes	
<b>Note</b>		
* Provided in Annual Report of the company & Uploaded on the website of the company.		
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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 Stakeholder Relationship Committee	20(1) & (2)	Yes

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Composition and role of risk management committee	21(1),(2),(3),(4)	NA
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)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & 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
<b>III Affirmations:</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. NA		

**For Denim Developers Limited**



**Mukul Chaturvedi**  
**Whole Time Director**  
**DIN: 06708781**

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