

# **Denim Developers Ltd.**

**April 13, 2019**

**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, 2019.**



Madam / Sir,

Pursuant to **Regulation 27 (2) (a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015**, we are herewith enclosing copy of report on Corporate Governance for Quarter Ended 31<sup>st</sup> March, 2019 in XBRL form format, which is generated from MSEI XBRL Portal.

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

Thanking You,

For Denim Developers Limited



**Rajesh Kumar Patil**  
Whole Time Director and CFO  
DIN: 02333360

**Encl: as above**

**CIN: L36101WB1969PLC115504**

Website :- [www.denimdevelopersltd.com](http://www.denimdevelopersltd.com) E-Mail :- [info@denim.org.in](mailto:info@denim.org.in) Call- 033-46025620 / +91 - 73000 83921  
Regd. Off. - 11A, Esplanade East, 3rd Floor, Kolkata-700069 (West Bengal)

<b>General information about company</b>	
Scrip code	000000
NSE Symbol	
MSEI Symbol	DENIMDL
ISIN	INE956N01018
Name of the entity	DENIM DEVELOPERS LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable



## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory											Textual Information(1)				
Is there any change in information of board of directors compare to previous quarter											Yes				
Wether the listed entity has a Regular Chairperson											Yes				
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) 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 this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Rajesh Kumar Patil	AKTPP8884E	02333360	Executive Director	Not Applicable		07-01-2019		3	1	0	0		
2	Mr	Ashish Jain	ABYPJ5108R	06472232	Non-Executive - Independent Director	Not Applicable		23-01-2013		74	1	1	1		
3	Mr	Nitin Gautam	AJNPG1730B	03585538	Non-Executive - Non Independent Director	Not Applicable		30-09-2016		40	1	0	0		
4	Mrs	Akansha Jain	AIOPJ3867G	06596573	Non-Executive - Non Independent Director	Not Applicable		30-09-2016		40	1	0	0		



**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) 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 this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Piyush Vijay	AQXPV6230A	07340701	Non-Executive - Independent Director	Not Applicable		09-08-2018		8	1	1	0		
6	Mr	Yogesh Bansal	CFUPB5672J	08058142	Non-Executive - Independent Director	Not Applicable		28-09-2018		13	1	1	0		
7	Mr	Umesh Tiwari	AJGPT7199A	08099828	Non-Executive - Independent Director	Not Applicable		28-09-2018		12	1	0	0		
8	Mr	Mukesh Kasera	AMSPK3083B	06442195	Non-Executive - Non Independent Director	Chairperson		07-01-2019		8	1	0	0		



## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

## Disclosure of notes on composition of board of directors explanatory

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) 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 this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	Mukul Chaturvedi	ADGPC9140A	06708781	Executive Director	Not Applicable		30-09-2015	07-01-2019	49	1	0	0		



<b>Text Block</b>	
Textual Information(1)	<p>Mr. Rajesh Kumar Pati, has appointed in the board of the company as a Whole Time Director and CFO of the Company w.e.f. 07.01.2019</p> <p>Mr. Mukul Chaturvedi, Whole Time Director and CFO, has resigned from his office from the board of the company which is duly approved in board meeting dated 07.01.2019</p>



<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	Yes



Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06472232	Ashish Jain	Non-Executive - Independent Director	Chairperson	04-04-2014		
2	07340701	Piyush Vijay	Non-Executive - Independent Director	Member	23-11-2015		
3	08058142	Yogesh Bansal	Non-Executive - Independent Director	Member	26-03-2018		





Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06472232	Ashish Jain	Non-Executive - Independent Director	Chairperson	04-04-2014		
2	07340701	Piyush Vijay	Non-Executive - Independent Director	Member	23-11-2015		
3	08058142	Yogesh Bansal	Non-Executive - Independent Director	Member	26-03-2018		



Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06472232	Ashish Jain	Non-Executive - Independent Director	Chairperson	04-04-2014		
2	07340701	Piyush Vijay	Non-Executive - Independent Director	Member	23-11-2015		
3	08058142	Yogesh Bansal	Non-Executive - Independent Director	Member	26-03-2018		



Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						No	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks



<b>Annexure 1</b>			
<b>Annexure 1</b>			
<b>III. Meeting of Board of Directors</b>			
Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	13-11-2018		
2		07-01-2019	54
3		14-02-2019	37



Annexure 1							
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	14-02-2019	Yes	2	13-11-2018	92	
2	Nomination and remuneration committee	07-01-2019	Yes	2			



**Annexure 1****V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	





<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
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 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Rajesh Kumar Patil
2	Designation	Director



<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.denimdevelopersltd.com
2	Terms and conditions of appointment of independent directors	Yes		www.denimdevelopersltd.com
3	Composition of various committees of board of directors	Yes		www.denimdevelopersltd.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.denimdevelopersltd.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.denimdevelopersltd.com
6	Criteria of making payments to non-executive directors	Yes		www.denimdevelopersltd.com
7	Policy on dealing with related party transactions	Yes		www.denimdevelopersltd.com
8	Policy for determining 'material' subsidiaries	Yes		www.denimdevelopersltd.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.denimdevelopersltd.com



**Annexure II**

**Annexure II 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**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.denimdevelopersltd.com
11	email address for grievance redressal and other relevant details	Yes		www.denimdevelopersltd.com
12	Financial results	Yes		www.denimdevelopersltd.com
13	Shareholding pattern	Yes		www.denimdevelopersltd.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	Yes		www.denimdevelopersltd.com



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			



Annexure II		
1	Name of signatory	Rajesh Kumar Patil
2	Designation	Director





Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	



Annexure II		
1	Name of signatory	Rajesh Kumar Patil
2	Designation	Director



<b>Signatory Details</b>	
Name of signatory	Rajesh Kumar Patil
Designation of person	Director
Place	Kota
Date	13-04-2019

