

# Denim Developers Limited

Regd Office : 2B, Pratap Ghosh Lane, 1st Floor, Kolkata (700007)

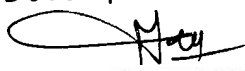
ANNEXURE-I

## Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: Denim Developers Limited
2. Quarter ending: 31 March 2016

I. Composition of Board of Directors								
Title (Mr / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive /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 this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr	Ashish Jain	06472232	Independent Director	23.01.2013	38 Months	1	1	1
Miss.	Priya Shivnani	07224630	Independent Director	30.09.2015	9 Months	1		
Miss	Bharti Dayani	07255663	Independent Director	30.09.2015	8 Months	1	1	
Mr	Nitin Gautam	03585538	Non- Executive Director	23.11.2015	4 Months	2		
Miss	Akansha Jain	06596573	Non- Executive Director	23.11.2015	4 Months	1		
Mr	Piyush Vijay	07340701	Non- Executive Director	23.11.2015	4 Months	1	1	
Mr	Mukul Chaturvedi	06708781	Whole Time Director	30.09.2015	13 Months	1		

For-Denim Developers Ltd

  
Director

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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. Bharti Dayani 3. Piyush Vijay	Independent Independent Non- Executive	
2. Nomination & Remuneration Committee	1. Ashish Jain 2. Bharti Dayani 3. Piyush Vijay	Independent Independent Non- Executive	
3. Risk Management Committee(if applicable)	NA	NA	
4. Stakeholders Relationship Committee'	1. Ashish Jain 2. Bharti Dayani 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)	
06.11.2015	-		
23.11.2015	10.02.2016	78 Days	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant Quarter	Whether Of Quorum met (Details)	Date(s) of meeting of committee in the quarter	Maximum gap between any two consecutive meetings in number of days*
10.02.2016	Yes	23.11.2015	78 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		Obtain approval under section 186 & 197 of Companies Act, 2013	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		YES	

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## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - 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.
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.
5. 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

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Director

Mukul Chaturvedi  
Director  
DIN: 06708781

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ANNEXURE II

## Yearly Compliance Report on Corporate Governance

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) <sup>refer note below</sup>	
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.		
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) <sup>refer note</sup>
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
Composition and role of risk management committee	21(1),(2),(3),(4)	NA

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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  
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Director

Mukul Chaturvedi  
Director  
DIN: 06708781