Denim Developers Ltd.

May 08, 2020

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 31st March, 2020.

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 and year ended 31st March, 2020 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

DENIM DEVELOPERS LIMITED

Komal Mundra
Company Secretary and Compliance officer
M. No. A45408

Encl: as above

Annexure 1

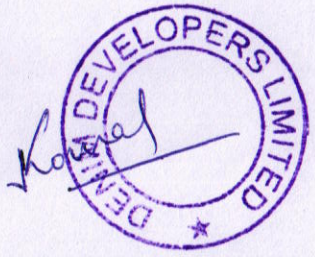
IV. Meeting of Committees

		Disclosure of notes on meeting of committees explanatory						
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	14-11-2019				Yes	3	2
2	Audit Committee	14-02-2020	91			Yes	3	2
3	Nomination and remuneration committee	21-01-2020				Yes		

DEN DEVELOPERS LIMITED

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	

Annexure 1		
VI. Affirmations		
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 500 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	KOMAL MUNDRA
2	Designation	Company Secretary and Compliance Officer

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
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	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	Yes		www.denimdevelopersltd.com
17	Advertisements as per regulation 47 (1)	Yes		www.denimdevelopersltd.com
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	No	Company has acquired Equity Share Capital of Industrial Tube Manufacturing Pvt ltd during FY 2019-20 and Right Now, Financial Statements of subsidiary is not audited for FY 2019-20. Therefore Financial Statements of Subsidiary is not available on website. We will upload as it would be finalised.	
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.denimdevelopersltd.com
21	Materiality Policy as per Regulation 30	Yes		www.denimdevelopersltd.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.denimdevelopersltd.com

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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), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	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	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20 (2A)	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.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	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.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	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	Komal Mundra
2	Designation	Company Secretary and Compliance Officer

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	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	Komal Mundra
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	Komal Mundra
Designation of person	Company Secretary and Compliance Officer
Place	Kota
Date	12-05-2020