

Denim Developers Limited

Regd. Office: 11 A, Esplanade East, 3rd Floor, Kolkata -700069, West Bengal
Email Id: info@denim.org.in , Contact No: +91 -73000 -83921
(CIN- L36101WB1969PLC115504)

April 12, 2021

To,
Listing Department,
The Calcutta Stock Exchange Limited
7, Lyons Range, Dalhousie,
Kolkata - 700001

To,
Listing Department,
Metropolitan Stock Exchange of India
Limited
Vibgyor Towers, 4th Floor, Plot No. C-62, G-
Block, Opp. Trident Hotel, Bandra Curia
Complex, Bandra (E), Mumbai - 400098

Sub.: Submission of Compliance Report on Corporate Governance for the Quarter ended 31st March, 2021.

Dear Sir/Ma'am,

In pursuance to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 enclosed herewith is Quarterly Compliance Report on Corporate Governance for the quarter ended 31st March, 2021 in the format as prescribed by SEBI and duly signed by the Compliance Officer of the Company as per aforesaid regulation.

Please take the same on record.

Thanking You,

For Denim Developers Limited



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

Encl: as above

Denim Developers Limited

Regd. Office: 11 A, Esplanade East, 3rd Floor, Kolkata -700069, West Bengal
 Email Id: info@denim.org.in, Contact No: +91 -73000 -83921
 (CIN- L36101WB1969PLC115504)

Annexure-I

Quarterly Compliance Report on Corporate Governance

In Compliance with Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

1. Name of Listed Entity : Denim Developers Limited
2. Quarter ending : 31st March, 2021

I. Composition of Board of Directors

Title (Mr./Mrs.)	Name of the Director	PAN / DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment	Date of re-appointment	Date of Cessation	Tenure	Date of birth	No. of Directorship in Listed Entities including this listed Entity (Refer Regulation 17A(1) of Listing Regulation)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulation)	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(s) held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Rajesh Kumar Patil	AKTPP8884E & 02333360	Whole-Time Director	07.01.2019	-	-	-	25-12-1967	1	0	1	0
Ms.	Babita Kriplani	BZUPK7512D & 03420987	Independent Director	10.04.2019	-	-	24 Months	20-02-1990	1	1	1	1
Ms.	Jaya Singh Rathod	APKPR6425F & 05358463	Non-Executive Chairperson	02.11.2019	-	-	-	21-01-1990	1	-	1	1
Ms.	Laxmi Pant	BNCPP7574G & 03526990	Independent Director	21.01.2020	-	-	15 Months	12-12-1985	1	1	1	-



Denim Developers Limited

Regd. Office: 11 A, Esplanade East, 3rd Floor, Kolkata -700069, West Bengal
 Email Id: info@denim.org.in, Contact No: +91-73000-83921
 (CIN- L36101WB1969PLC115504)

Whether Regular Chairperson appointed :- Yes
Whether Chairperson is related to managing director or CEO :- No

II. Composition of Committees					
Name of Committee	Whether Regular chairpers on appointed	Name of Committee members	Category (Chairperson/Executive/ Non Executive /Independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1. Babita Kriplani 2. Laxmi Pant 3. Rajesh Kumar Patil	Chairperson-Independent Member-Independent Member-Executive	10-04-2019 21-01-2020 07-01-2019	- - -
2. Nomination & Remuneration Committee	Yes	1. Laxmi Pant 2. Babita Kriplani 3. Jaya Singh Rathod	Chairperson-Independent Member- Independent Member-Non-Executive Non-Independent	21-01-2020 10-04-2019 02-11-2019	- - -
3. Risk Management Committee	NA	NA	NA	NA	NA
4. Stakeholders Relationship Committee	Yes	1. Jaya Singh Rathod 2. Laxmi Pant 3. Babita Kriplani	Chairperson-Non Executive-Non Independent Member- Independent Member-Independent	02-11-2019 21-01-2020 07-01-2019	- - -

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter(s)	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Maximum Gap between any two consecutive meetings in number of days
03.11.2020	-	-	-	-	49 Days
10.11.2020	-	-	-	-	6 Days
-	11.02.2021	Yes	4	2	92 Days

IV. Meeting of Committees-



Denim Developers Limited

Regd. Office: 11 A, Esplanade East, 3rd Floor, Kolkata -700069, West Bengal
 Email Id: info@denim.org.in, Contact No: +91 -73000 -83921
 (CIN- L36101WB1969PLC115504)

Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Date(s) of Meeting of the committee in the previous quarter(s)	Maximum Gap between any two consecutive meetings in number of days
i) Audit Committees					
-	-	-	-	10.11.2020	-
11.02.2021	Yes	3	2	-	92 Days
ii) Nomination and Remuneration Committees					
-	-	-	-	-	-
11.02.2021	Yes	3	2	-	-
iii) Stakeholders Relationship Committee					
-	-	-	-	-	-
11.02.2021	Yes	3	2	-	-

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	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval has been reviewed by Audit Committee	Yes

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. <ul style="list-style-type: none"> a) Audit Committee b) Nomination & Remuneration Committee c) Stakeholders relationship Committee d) Risk Management Committee (applicable to the top 100 listed entities)-NA
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

Komal Mundra

Company Secretary and Compliance officer

M. No. A45408



Denim Developers Limited

Regd. Office: 11 A, Esplanade East, 3rd Floor, Kolkata -700069, West Bengal
 Email Id: info@denim.org.in , Contact No: +91 -73000 -83921
 (CIN- L36101WB1969PLC115504)

ANNEXURE II

Yearly Compliance Report on Corporate Governance

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)^{refer note}	Website Address
Details of business	Yes	www.denimdevelopersltd.com
Terms and conditions of appointment of independent directors	Yes	www.denimdevelopersltd.com
Composition of various committees of board of directors	Yes	www.denimdevelopersltd.com
Code of conduct of board of directors and senior management personnel	Yes	www.denimdevelopersltd.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.denimdevelopersltd.com
Criteria of making payments to non-executive directors	Yes	www.denimdevelopersltd.com
Policy on dealing with related party transactions	Yes	www.denimdevelopersltd.com
Policy for determining 'material' subsidiaries	Yes	www.denimdevelopersltd.com
Details of familiarization programmes imparted to independent directors	Yes	www.denimdevelopersltd.com
email address for grievance redressed and other relevant details	Yes	www.denimdevelopersltd.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.denimdevelopersltd.com
Financial results	Yes	www.denimdevelopersltd.com
Shareholding pattern	Yes	www.denimdevelopersltd.com
Details of agreements entered into with the media companies and/or their associates	NA	-
Schedule of analyst or institutional investor meet and presentation made by the listed entity to analyst or institutional investor simultaneously with submission to stock exchange	NA	-
New name and the old name of the listed entity	Yes	www.denimdevelopersltd.com
Advertisement per regulation 47 (1)	Yes	www.denimdevelopersltd.com
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	-
Separate Audited Financial Statements of each subsidiary of the listed entity in respect of relevant financial year	Yes	www.denimdevelopersltd.com
Whether company has provided information under separate section on its website as per regulation 46(2)	Yes	www.denimdevelopersltd.com
Materiality Policy as per regulation 30	Yes	www.denimdevelopersltd.com
Dividend Distribution Policy as per regulation 43A (as Applicable)	NA	-
It is certified that these contents on the website of the listed entity are correct.		
Note		

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)^{refer note} below



Denim Developers Limited

Regd. Office: 11 A, Esplanade East, 3rd Floor, Kolkata -700069, West Bengal
 Email Id: info@denim.org.in , Contact No: +91 -73000 -83921
 (CIN- L36101WB1969PLC115504)

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), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board Meeting	17 (2A)	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
Recommendation of Board	17(11)	Yes
Maximum Number of Directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination & Remuneration Committee	19 (2A)	Yes
Meeting of Nomination & Remuneration Committee	19 (3A)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2) and 20 (2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Meeting of risk management committee	21 (3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A), (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
Disclosure of related party transactions on consolidated basis	23 (9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes



Denim Developers Limited

Regd. Office: 11 A, Esplanade East, 3rd Floor, Kolkata -700069, West Bengal
Email Id: info@denim.org.in , Contact No: +91 -73000 -83921
(CIN- L36101WB1969PLC115504)

Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25 (1)	Yes
Maximum Tenure	25 (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25 (8) & (9)	Yes
Director and Officers Insurance	25 (10)	NA
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
Notes:-		
III Affirmations:		
The Listed entity has approved the Material Subsidiary Policy and the Corporate Governance requirement with respect to the subsidiary of Listed Entity have been complied		

For Denim Developers Limited


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

