



# Denim Developers Ltd.

July 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 30<sup>th</sup> June, 2019.**

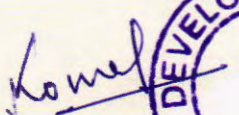
Madam / Sir,

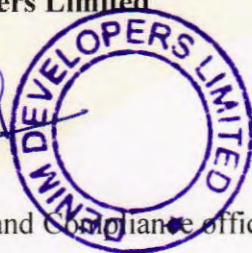
Pursuant to **Regulation 27 (2) (a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015**, we are herewith enclosing copy of report on Corporate Governance for Quarter Ended 30<sup>th</sup> June, 2019 in XBRL form format, which is generated from MSEI XBRL Portal.

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

Thanking You,

For Denim Developers Limited

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



**Encl: as above**

CIN: L36101WB1969PLC115504

| General information about company                              |                          |
|--|--------------------------|
| Scrip code   | 000000                   |
| NSE Symbol   |                          |
| MSE Symbol   | DENIMDL                  |
| ISIN   | INE956N01018             |
| Name of the entity   | DENIM DEVELOPERS LIMITED |
| Date of start of financial year                                | 01-04-2019               |
| Date of end of financial year                                  | 31-03-2020               |
| Reporting Quarter  | Quarterly                |
| Date of Report   | 30-06-2019               |
| Risk management committee                                      | Not Applicable           |
| Market Capitalisation as per immediate previous Financial Year | Any other                |



**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)

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

| Sr | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of Birth | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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          |                         | 25-12-1967    | 07-01-2019                  |                        |                   |                                | 1  | 0   | 1   | 0  |                             |                             |
| 2  | Mr              | Mukesh kasera        | AMSPK3083B | 06442195 | Non-Executive - Non Independent Director | Chairperson             |                         | 19-02-1981    | 07-01-2019                  |                        |                   |                                | 1  | 0   | 1   | 0  |                             |                             |
| 3  | Mr              | Umesh Trivari        | AJGPT7199A | 08099828 | Non-Executive - Independent Director     | Not Applicable          |                         | 24-02-1989    | 28-09-2018                  |                        |                   | 15                             | 1  | 0   | 1   | 1  |                             |                             |
| 4  | Ms              | Babita Kriplani      | BZUPK7512D | 03420987 | Non-Executive - Independent Director     | Not Applicable          |                         | 20-02-1990    | 10-04-2019                  |                        |                   | 3                              | 1  | 0   | 1   | 1  |                             |                             |



**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

| Sr | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of Birth | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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              | Ashish Jain          | ABYPI5108R | 06472232 | Non-Executive - Independent Director     | Not Applicable          |                         | 08-03-1971    | 23-01-2013                  | 30-09-2014             | 10-04-2019        | 74                             | 1  | 0   | 1  | 1  |                             |                             |
| 6  | Mr              | Nitin Gautam         | AJNPG1730B | 03585538 | Non-Executive - Non Independent Director | Not Applicable          |                         | 07-11-1983    | 30-09-2016                  |                        | 10-04-2019        |                                | 1  | 0   | 0  | 0  |                             |                             |
| 7  | Mrs             | Akansha Jain         | AIOPJ3867G | 06596573 | Non-Executive - Non Independent Director | Not Applicable          |                         | 06-07-1983    | 30-09-2016                  |                        | 10-04-2019        |                                | 1  | 0   | 0  | 0  |                             |                             |
| 8  | Mr              | Piyush Vijay         | AQXPV6230A | 07340701 | Non-Executive - Independent Director     | Not Applicable          |                         | 02-05-1988    | 09-08-2018                  |                        | 10-04-2019        | 8                              | 1  | 0   | 1  | 0  |                             |                             |

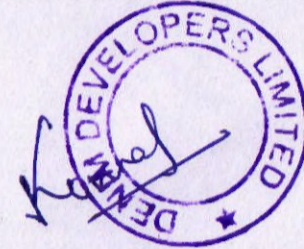


**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

| Sr | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors              | Category 2 of directors | Category 3 of directors | Date of Birth | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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              | Yogesh Bansal        | CFUPB5672J | 08058142 | Non-Executive - Independent Director | Not Applicable          |                         | 27-07-1988    | 28-09-2018                  |                        | 10-04-2019        | 13                             | 1  | 0   | 1  | 0  |                             |                             |



| <b>Text Block</b>      |  |
|------------------------|--|
| Textual Information(1) | <p>* Ms Babita Kriplani, has appointed in the board of the company as a Additional Independent Director of company w.e.f. 10.04.2019.</p> <p>* Mr. Ashish Jain, Non Executive Independent Director, has resigned from his office from the board of the company which is duly approved in board meeting dated 10.04.2019.</p> <p>* Mr. Nitin Gautam, Non Executive Non-Independent Director, has resigned from his office from the board of the company which is duly approved in board meeting dated 10.04.2019.</p> <p>* Mrs. Akansha Jain, Non Executive Non-Independent Director, has resigned from her office from the board of the company which is duly approved in board meeting dated 10.04.2019.</p> <p>* Mr. Piyush Vijay, Non Executive Independent Director, has resigned from his office from the board of the company which is duly approved in board meeting dated 10.04.2019.</p> <p>* Mr. Yogesh Bansal, Non Executive Independent Director, has resigned from his office from the board of the company which is duly approved in board meeting dated 10.04.2019.</p> |



| Audit Committee Details |            |                           |                                      |                         |   |                     |                        |
|-------------------------|------------|---------------------------|--------------------------------------|-------------------------|---|---------------------|------------------------|
| Sr                      | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Whether the Audit Committee has a Regular Chairperson |                     | Remarks                |
|                         |            |                           |                                      |                         | Yes   | Date of Appointment |                        |
| 1                       | 03420987   | Babita Kriplani           | Non-Executive - Independent Director | Chairperson             | 10-04-2019  |                     |                        |
| 2                       | 08099828   | Umesh Tiwari              | Non-Executive - Independent Director | Member                  | 10-04-2019  |                     |                        |
| 3                       | 02333360   | Rajesh Kumar Patil        | Executive Director                   | Member                  | 10-04-2019  |                     |                        |
| 4                       | 06472232   | Ashish Jain               | Non-Executive - Independent Director | Member                  | 04-04-2014  | 10-04-2019          | Textual Information(1) |
| 5                       | 07340701   | Piyush Vijay              | Non-Executive - Independent Director | Member                  | 23-11-2015  | 10-04-2019          |                        |
| 6                       | 08058142   | Yogesh Bansal             | Non-Executive - Independent Director | Member                  | 26-03-2018  | 10-04-2019          |                        |

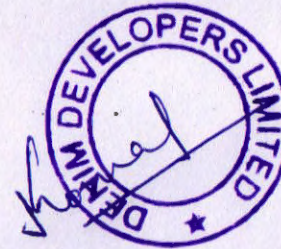


|                        |  |
|------------------------|--|
| <b>Sr Text Block</b>   |  |
| Textual Information(1) | Mr. Ashish Jain was chairperson in last Audit Committee... |





| Nomination and remuneration committee                                       |            |                           |  |                         |                     |            |                        |         |
|---|------------|---------------------------|--|-------------------------|---------------------|------------|------------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson |            |                           |  |                         |                     | Yes        | Date of Cessation      | Remarks |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment |            |                        |         |
| 1   | 03420987   | Babita Kriplani           | Non-Executive - Independent Director     | Chairperson             | 10-04-2019          |            |                        |         |
| 2   | 08099828   | Umesh Tiwari              | Non-Executive - Independent Director     | Member                  | 10-04-2019          |            |                        |         |
| 3   | 06442195   | Mukesh kasera             | Non-Executive - Non Independent Director | Member                  | 10-04-2019          |            |                        |         |
| 4   | 06472232   | Ashish Jain               | Non-Executive - Independent Director     | Member                  | 04-04-2014          | 10-04-2019 | Textual Information(1) |         |
| 5   | 07340701   | Piyush Vijay              | Non-Executive - Independent Director     | Member                  | 23-11-2015          | 10-04-2019 |                        |         |
| 6   | 08058142   | Yogesh Bansal             | Non-Executive - Independent Director     | Member                  | 26-03-2018          | 10-04-2019 |                        |         |



|                        |   |
|------------------------|---|
| <b>Sr Text Block</b>   |   |
| Textual Information(1) | Mr. Ashish Jain was Chairperson in last Nomination and Remuneration Committee |



| 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   | 08099828   | Umesh Tiwari              | Non-Executive - Independent Director     | Chairperson             | 10-04-2019          |                   |                        |
| 2   | 03420987   | Babita Kriplani           | Non-Executive - Independent Director     | Member                  | 10-04-2019          |                   |                        |
| 3   | 06442195   | Mukesh kasera             | Non-Executive - Non Independent Director | Member                  | 10-04-2019          |                   |                        |
| 4   | 06472232   | Ashish Jain               | Non-Executive - Independent Director     | Member                  | 04-04-2014          | 10-04-2019        | Textual Information(1) |
| 5   | 07340701   | Piyush Vijay              | Non-Executive - Independent Director     | Member                  | 23-11-2015          | 10-04-2019        |                        |
| 6   | 08058142   | Yogesh Bansal             | Non-Executive - Independent Director     | Member                  | 26-03-2018          | 10-04-2019        |                        |



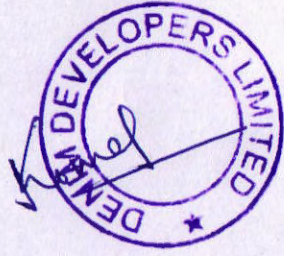
|                        |   |
|------------------------|---|
| <b>Sr Text Block</b>   |   |
| Textual Information(1) | Mr. Ashish Jain was Chairperson in the Last Stakeholders Relationship Committee |



| Risk Management Committee                                       |            |                           |                         |                         |                     |                   |         |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management 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 |
|   |            |                           |                         |                         |                     |                   |         |



| 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 |
|                 |            |                           |                         |                         |                         |         |



**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

| 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) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 1  | 07-01-2019  |  |   |                              | Yes  |                              |   |
| 2  | 14-02-2019  |  | 37  |                              | Yes  |                              |   |
| 3  |   | 10-04-2019   | 54  |                              | Yes  | 3                            | 1   |
| 4  |   | 30-05-2019   | 49  |                              | Yes  | 4                            | 2   |





**Annexure 1**

**IV. Meeting of Committees**

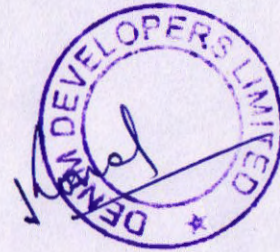
| Disclosure of notes on meeting of committees explanatory |                   |   |   |                         |                               |  |                              |   |
|--|-------------------|---|---|-------------------------|-------------------------------|--|------------------------------|---|
| 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 | Reason 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   | 14-02-2019  |   |                         |                               | Yes  |                              |   |
| 2  | Audit Committee   | 30-05-2019  | 104   |                         |                               | Yes  | 3                            | 2   |



**Annexure I**

**V. Related Party Transactions**

| Sr | Subject  | Compliance status<br>(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 I**

**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 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 | Komal Mundra                             |
| 2  | Designation       | Company Secretary and Compliance Officer |



| Signatory Details     |  |
|-----------------------|--|
| Name of signatory     | Komal Munda                              |
| Designation of person | Company Secretary and Compliance Officer |
| Place                 | Koita                                    |
| Date                  | 12-07-2019                               |

