

Denim Developers Limited

Website: www.denimdevelopersltd.com

E-mail: info@denim.org.in

2B, Pratap Ghosh Lane, Kolkata-700007

April 13, 2017

To,

**The Head - Listing & Compliance
Metropolitan Stock Exchange of India Limited
Vibgyor Tower, 4th Floor, Plot No. C 62, G- Block
Opp. Trident Hotel, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098, India.**

Ref: Denim Developers Limited (Scrip Code - MCX – DENIMDL)

Sub: Submission of Compliance Report on Corporate Governance for the Quarter Ended 31st March, 2017

Madam / Sir,

Pursuant to **Regulation 27 (2) (a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015** as entered by the company with the exchange, we are herewith enclosing report on Corporate Governance as **"Annexure –I"** for the Quarter Ended 31st March, 2017.

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

Thanking You,

For Denim Developers Limited

For-Denim Developers Ltd

Director

Mukul Chaturvedi
Director
DIN: 06708781

Encl: as above

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ANNEXURE-I

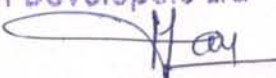
13.04.2017

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: Denim Developers Limited
2. Quarter ending: 31st March,2017

I. Composition of Board of Directors								
Title (Mr / Ms)	Name of the Director	PAN & DIN DIN	Category (Chairperson /Executive/ Non- /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 Chairperso In Audit/ Stakeholde Committee held in entities including listed entity (Refer Regulation 26(1) of Listing Regulation s)
Mr.	Ashish Jain	ABYPJ5108R & 06472232	Independent Director	23.01.2013	50 Months	1	1	-
Miss	Bharti Dayani	CDOPD9683B & 07255663	Independent Director	30.09.2015	20 Months	1	1	1
Mr	Nitin Gautam	AJNPG1730B & 03585538	Non-Executive Director	23.11.2015	16 Months	1		
Miss	Akansha Jain	AIOPJ3867G & 06596573	Non-Executive Director	23.11.2015	16 Months	1		
Mr	Piyush Vijay	AQXPV6230A & 07340701	Non-Executive Director	23.11.2015	16 Months	1	1	
Mr	Mukul Chaturvedi	ADGPC9140A & 06708781	Whole Time Director	30.09.2015	25 Months	1		
Mrs	Priyanka Sharma	GMTPS1922N & 07440504	Additional - Independent Director	08.12.2016	4 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. Bharti Dayani 2. Ashish Jain 3. Piyush Vijay	Independent Independent Non- Executive
2. Nomination & Remuneration Committee	1. Bharti Dayani 2. Ashish Jain 3. Piyush Vijay	Independent Independent Non- Executive
3. Risk Management Committee(if applicable)	NA	NA
4. Stakeholders Relationship Committee'	1. Bharti Dayani 2. Ashish Jain 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)
02.11.2016		
14.11.2016		
08.12.2016	08.02.2017	61 Days
-	-	-


IV. Meeting of Committee

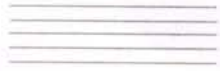
Date(s) of meeting of the committee in the relevant Quarter	Whether Of Quorum met (Details)	Date(s) of meeting of committee in the quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee-08.02.2017	Yes	14.11.2016	85 Days

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

For-Denim Developers Ltd


 Director



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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

For-Denim Developers Ltd

DirectorMukul 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) ^{refer note below}	
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 programmers 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	
Note		
* 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) ^{refer note}
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

For-Denim Developers Ltd

Director

CIN- L36101WB1969PLC115504

Fax: 033-22349712

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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
III Affirmations: 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

For-Denim Developers Ltd


Director

Mukul Chaturvedi
Director
DIN: 06708781