

Quarterly Compliance Report on Corporate Governance

Name of Listed Entity : K G DENIM LIMITED

Quarter ending on : 30th June, 2016

I. Composition of Board of Directors									
Title (Mr/ Ms)	Name of the Director	PAÑ	DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) ⁶	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 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)
Mr	KG Baalakrishnan	AEBPB5723J	00002174	Executive Chairman	03.11.2013	02.11.2018	1	0	0
Mr	B Sriramulu	ALJPS3145C	00002560	Managing Director	03.11.2013	02.11.2018	1	0	0
Mr	B Srihari	AKIPS5721J	00002556	Managing Director	03.11.2013	02.11.2018	1	1	0
Mr	G V S Desikan	ABPPS1214A	00050597	Independent Director	08.09.2014	01.04.2014 to 31.03.2019 – 5 Years	2	4	2
Mr	V Jagadisan	AACPJ2307H	00058769	Independent Director	08.09.2014	01.04.2014 to 31.03.2019 – 5 Years	2	2	1

For K G DENIM LIMITED



S. Muthuswamy
Company Secretary

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 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)
Mr	G P Muniappan	AAJPM4939M	01653599	Independent Director	08.09.2014	01.04.2014 to 31.03.2019 – 5 Years	2	4	3
Mr	K N V Ramani	ABQPR3244N	00007931	Independent Director	08.09.2014	01.04.2014 to 31.03.2019 – 5 Years	5	5	2
Mrs	T Anandhi	ACYP A3154D	00050786	Executive Director	28.09.2015	-	1	0	0
Mr	A Velusamy	AAGPV7900A	00002204	Non-executive Director	24.05.2015	-	1	4	0
Mr	A P Seturaaman	AIJPS2728N	07331898	Independent Director	05.11.2015	04.11.2016	1	0	0

\$PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of directors of the listed entity in continuity without any cooling off period.

For **K G DENIM LIMITED**


S. Muthuswamy
 Company Secretary

II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)\$	
1. Audit Committee	Mr V Jagadisan	Independent – Non – Executive	
	Mr K N V Ramani	Independent – Non – Executive	
	Mr G V S Desikan	Independent – Non – Executive	
2. Nomination & Remuneration Committee	Mr K N V Ramani	Independent – Non – Executive	
	Mr G V S Desikan	Independent – Non – Executive	
	Mr V Jagadisan	Independent – Non – Executive	
3. Risk Management Committee (if applicable)	Not applicable		
4. Stakeholders Relationship Committee	Mr G P Muniappan	Independent – Non – Executive	
	Mr K N V Ramani	Independent – Non – Executive	
	Mr G V S Desikan	Independent – Non – Executive	
& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen			
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)	
05.02.2016	26.05.2016	110 Days	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met(details)	Date(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee –26.05.2016	Yes – All members present	05.02.2016	110 Days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

For **K G DENIM LIMITED**


S. Muthuswamy
 Company Secretary

V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	No material RPT; Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
Note	
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2. If status is "No" details of non-compliance may be given here.	
VI. Affirmations	
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.	
b. Nomination & remuneration committee – Yes	
c. Stakeholders relationship committee – Yes	
d. Risk Management Committee (applicable to the top 100 listed entities) – Not Applicable	
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 – Yes	
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 – Yes	
5. The report submitted in the previous quarter was placed before Board of Directors on 26.05.2016. This report will be placed before Board of Directors at the next meeting.	

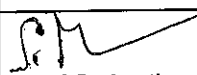
For **K G DENIM LIMITED**



S MUTHUSWAMY
COMPANY SECRETARY

ANNEXURE II

Format 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		
Item		Compliance status (Yes/No/N/A) ^{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		Being disclosed in annual report
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
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 redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		N/A
New name and the old name of the listed entity		N/A
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/N/A) ^{refer} note below
Independent director(s) have been appointed in terms of specified criteria of	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)	N/A
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)	N/A – No material RPT
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N/A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
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
Note		
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.		
2 If status is "No" details of non-compliance may be given here.		
3 If the Listed Entity would like to provide any other information the same may be indicated here.		
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.		
 Name & Designation Company Secretary / Compliance Officer / Managing Director / CEO		