

Quarterly Compliance Report on Corporate Governance

Name of the Company : K G DENIM LIMITED

Quarter ending on : 31st March, 2012

| <i>Particulars</i> | <i>Clause of Listing Agreement</i> | <i>Compliance Status (Yes/No/N.A.)</i> | <i>Remarks</i> |
|---|------------------------------------|--|--|
| 1 | 2 | 3 | 4 |
| I. Board of Directors | 49 I | Yes | |
| (A) Composition of Board | 49 (IA) | Yes | |
| (B) Non-Executive Directors' compensation & disclosures | 49 (IB) | Yes | |
| (C) Other provisions as to Board and Committees | 49 (IC) | Yes | |
| (D) Code of Conduct | 49 (ID) | Yes | |
| II. Audit Committee | 49 (II) | Yes | |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | Yes | |
| (B) Meeting of Audit Committee | 49 (IIB) | Yes | |
| (C) Powers of Audit Committee | 49 (IIC) | Yes | |
| (D) Role of Audit Committee | 49 (IID) | Yes | |
| (E) Review of Information by Audit Committee | 49 (IIE) | Yes | |
| III. Subsidiary Companies | 49 III | Yes | |
| IV. Disclosures | 49 IV | Yes | |
| (A) Basis of related party transactions | 49 (IV A) | Yes | |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | Yes | Complied with; no different treatment followed |
| (C) Board disclosures | 49 (IV C) | Yes | |
| (D) Proceeds from Public issues, rights issues preferential issues etc. | 49 (IV D) | Yes | |
| (E) Remuneration of Directors | 49 (IV E) | Yes | |
| (F) Management | 49 (IV F) | Yes | |
| (G) Shareholders | 49 (IV G) | Yes | |
| V. CEO/CFO Certification | 49 (V) | Yes | |
| VI. Report on Corporate Governance | 49 (VI) | Yes | |
| VII. Compliance | 49 (VII) | Yes | |