

Quarterly Compliance Report on Corporate Governance

ANNEXURE I

Name of Listed Entity : K G DENIM LIMITED

Quarter ending on : 30th September, 2017

I. Composition of Board of Directors									
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	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	AKIPSS721J	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



Company Secretary

Title (Mr/Ms)	Name of the Director	PAN	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ^a	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	1
Mrs	T Anandhi	ACYPA3154D	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	AJPS2728N	07331898	Independent Director	05.11.2015	05.11.2015 to 04.11.2020 – 5 Years	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 LEMMA LIMITED

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)	
23.05.2017	28.07.2017	65 Days	
28.07.2017	02.09.2017	35 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 – 02.09.2017	Present	23.05.2017	101 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

Company Secretary

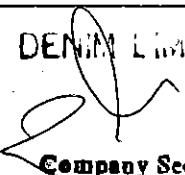
V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	No material RPT; Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been 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 top100 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 02.09.2017. This report will be placed before Board of Directors at the next meeting.	

For K G DENIM LIMITED

M BALAJI
COMPANY SECRETARY

ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirmations			
Broad heading	Regulation Number	Compliance status (Yes/No/NA) <small>(refer note below)</small>	If status is "No" details of non-compliance may be given here
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes	
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	No	Chairperson of Audit Committee was out of India on that date. Shri K N V Ramani, Member, Audit Committee was present at the meeting on his behalf.
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes	
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	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.			
For K G DENIM LIMITED  Company Secretary			
Name & Designation Company Secretary / Compliance Officer / Managing Director / CEO			