

Quarterly Compliance Report on Corporate Governance

ANNEXURE I

Name of Listed Entity : K G DENIM LIMITED

Quarter ending on : 30th June, 2018

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	AKIPS5721J	00002556	Managing Director	03.11.2013	02.11.2018	1	0	0
Mr	G V S Desikan	ABPPS1214A	00050597	Independent Director	08.09.2014	01.04.2014 to 31.03.2019 – 5 Years	2	3	2

For K G DENIM LIMITED



M. BALAJI
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	6	5	3
Mrs	T Anandhi	ACYPA3154D	00050786	Non-executive Director	28.09.2015	-	1	0	0
Mr	A Velusamy	AAGPV7900A	00002204	Non-executive Director	24.05.2015	-	1	1	0
Mr	A P Seturaaman	AIJPS2728N	07331898	Independent Director	05.11.2015	05.11.2015 to 04.11.2020 – 5 Years	1	1	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


M. BALAJI
COMPANY SECRETARY

II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)\$	
1. Audit Committee	Mr G P Muniappan	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 G P Muniappan	Independent – Non – Executive	
3. Risk Management Committee (if applicable)	Not applicable		
4. Stakeholders Relationship Committee	Mr G P Muniappan	Independent – Non – Executive	
	Mr A Velusamy	Non – Executive	Appointed as member of this committee on 25.05.2018
	Mr A P Seturaaman	Independent – Non – Executive	Appointed as member of this committee on 25.05.2018
& 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			

For K G DENIM LIMITED

M. BALAJI
COMPANY SECRETARY

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)
24.03.2018		25.05.2018	61 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 – 25.05.2018	Present	14.02.2018	99 Days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
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 25.05.2018. This report will be placed before Board of Directors at the next meeting.			

For K G DENIM LIMITED

M BALAJI
COMPANY SECRETARY

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