


Name of Listed Entity : K G DENIM LIMITED

Quarter ending on : 31st March, 2020

Composition of Board of Directors														
Sr	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category 1 of Director	Date of Birth	Initial Date of appointment	Date of Re- appointme nt	Date of Cessation	Tenure of Director in months	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	No 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)
1	Mr	KG Baalakrishnan	AEBPB5723J	00002174	Executive Chairman	06.03.1940	03.11.2003	03.11.2018	02.11.2023	52 (03.11.2018 to 02.11.2023 – 5 Years)	1	0	0	0
2	Mr	B Sriramulu	ALJPS3145C	00002560	Managing Director	27.04.1967	03.11.2003	03.11.2018	02.11.2023	52 (03.11.2018 to 02.11.2023 – 5 Years)	1	0	0	0
3	Mr	B Srihari	AKIPS5721J	00002556	Managing Director	06.09.1968	03.11.2003	03.11.2018	02.11.2023	52 (03.11.2018 to 02.11.2023 – 5 Years)	1	0	0	0

For K G DENIM LIMITED




M. BALAJI

COMPANY SECRETARY

Sr	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category I of Director	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of Cessation	Tenure of Director in months	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	No 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)
4	Mr	G P Muniappan	AAJPM4939M	01653599	Independent Director	29.05.1941	31.10.2008	01.04.2019	31.03.2019	33 (01.04.2019 to 31.03.2022 – 2 Years)	2	2	4	3
5	Mr	K N V Ramani	ABQPR3244N	00007931	Independent Director	05.10.1931	31.10.2003	01.04.2019	31.03.2019	33 (01.04.2019 to 31.03.2022 – 3 Years)	6	6	2	4
6	Mrs	T Anandhi	ACYPA3154D	00050786	Non-executive Director	22.12.1964	03.11.2003	01.04.2019		-	1	0	0	0
7	Mr	A Velusamy	AAGPV7900A	00002204	Non-executive Director	11.05.1956	01.04.2010	24.05.2015		-	1	0	1	0
8	Mr	A P Seturaaman	AJPS2728N	07331898	Independent Director	30.12.1959	05.11.2015		04.11.2020	16 (05.11.2015 to 04.11.2020 – 5 Years)	1	1	1	0
9	Mr	M B N Rao	AADPN0586D	00287260	Independent Director	19.06.1948	27.09.2018		31.03.2023	50 (27.09.2018 to 31.03.2023 – 5 Years)	4	4	3	0

For K G DENIM LIMITED


M. BALAJI
COMPANY SECRETARY

Composition of Committees

Audit Committee

Sr.	DIN Number	Name of Committee members	Category 1 of Director	Date of Appointment	Date of Cessation
1	01653599	Mr G P Muniappan	Independent – Non – Executive	24.03.2018	
2	00007931	Mr K N V Ramani	Independent – Non – Executive	31.10.2003	
3	00050597	Mr G V S Desikan	Independent – Non – Executive	31.10.2003	16.01.2020-Deceased
4	00287260	Mr M B N Rao	Independent – Non – Executive	05.08.2019	

Nomination & Remuneration Committee

Sr.	DIN Number	Name of Committee members	Category 1 of Director	Date of Appointment	Date of Cessation
1	00007931	Mr K N V Ramani	Independent – Non – Executive	03.11.2003	
2	00050597	Mr G V S Desikan	Independent – Non – Executive	03.11.2003	16.01.2020-Deceased
3	01653599	Mr G P Muniappan	Independent – Non – Executive	24.03.2018	

Risk Management Committee (if applicable) – Not applicable

Stakeholders Relationship Committee

Sr.	DIN Number	Name of Committee members	Category 1 of Director	Date of Appointment	Date of Cessation
1	01653599	Mr G P Muniappan	Independent – Non – Executive	31.10.2008	
2	00002204	Mr A Velusamy	Non – Executive	25.05.2018	
3	07331898	Mr A P Seturaaman	Independent – Non – Executive	25.05.2018	

Corporate Social Responsibility Committee

Sr.	DIN Number	Name of Committee members	Category 1 of Director	Date of Appointment	Date of Cessation
1	00002174	Mr KG Baalakrishnan	Executive Director	24.05.2014	
2	00050597	Mr G V S Desikan	Independent – Non – Executive	24.05.2014	16.01.2020-Deceased
3	00002204	Mr A Velusamy	Non – Executive	24.05.2014	

Other Committees – NIL

For K G DENIM LIMITED


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Meeting of Board of Directors

Sr	Date(s) of Meeting (if any) in the previous quarter	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive(in number of days)	Notes for not providing Date	Whether requirement of Quorum met(yes/no)	Number of Directors present*	No. of Independent Directors attending the meeting*/current quarter meeting
1	09.11.2019	09.11.2019	96	nil	yes	9	4
		14.02.2020			yes	8	3

Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive(in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met(yes/no)	Number of Directors present*	No. of Independent Directors attending the meeting	Reason for not providing date
1	Audit Committee	09.11.2019	96			yes	3	3	
		14.02.2020				yes	3	3	
		08.11.2019	95	Stakeholders Relationship Committee		yes	3	2	
		12.02.2020				yes	2	1	
		07.11.2019	97	Corporate Social Responsibility Committee		yes	3	1	
		13.02.2020				yes	2	0	

For K G DENIM LIMITED


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Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	yes	
2	Board composition	17(1), 17(1A) & 17(1B)	<p>* Note : Mr G V S Desikan had been an Independent Director of the Company till 16.1.2020. He expired on that date and since then there is a casual vacancy in the office of Independent Directors. In view of the present suspension of the operations / lockdown as directed by the Government we are unable to fillup the vacancy as aforesaid. We will take necessary action to fill up the vacancy once the lockdown is lifted.</p>	
3	Meeting of Board of directors	17(2)	yes	
4	Quorum of Board meeting	17(2A)	yes	
5	Review of Compliance Reports	17(3)	yes	
6	Plans for orderly succession for appointments	17(4)	yes	
7	Code of Conduct	17(5)	yes	
8	Fees/compensation	17(6)	yes	
9	Minimum Information	17(7)	yes	
10	Compliance Certificate	17(8)	yes	
11	Risk Assessment & Management	17(9)	yes	
12	Performance Evaluation of Independent Directors	17(10)	yes	
13	Recommendation of Board	17(11)	yes	
14	Maximum number of Directorships	17A	yes	
15	Composition of Audit Committee	18(1)	yes	
16	Meeting of Audit Committee	18(2)	yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	n/a	
23	Meeting of Risk Management Committee	21(3A)	n/a	
24	Vigil Mechanism	22	yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	yes	
27	Approval for material related party transactions	23(4)	N/A – No material RPT	
28	Disclosure of related party transactions on consolidated basis	23(9)	n/a	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	n/a	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	yes	
31	Annual Secretarial Compliance Report	24(A)	yes	
32	Alternate Director to Independent Director	25(1)	n/a	
33	Maximum Tenure	25(2)	yes	
34	Meeting of independent directors	25(3) & (4)	yes	
35	Familiarization of independent directors	25(7)	yes	
36	Declaration from Independent Director	25(8) & (9)	yes	
37	D & O Insurance for Independent Directors	25(10)	n/a	
38	Memberships in Committees	26(1)	yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	yes	

For K G DENIM LIMITED

M. BALAJI
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Annexure II				
Annexure II 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				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	yes		www.kgdenim.com
2	Terms and conditions of appointment of independent directors	yes		www.kgdenim.com
3	Composition of various committees of board of directors	yes		www.kgdenim.com
4	Code of conduct of board of directors and senior management personnel	yes		www.kgdenim.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	yes		www.kgdenim.com
6	Criteria of making payments to non-executive directors	yes		www.kgdenim.com
7	Policy on dealing with related party transactions	yes		www.kgdenim.com
8	Policy for determining 'material' subsidiaries	yes		www.kgdenim.com
9	Details of familiarization programmes imparted to independent directors	yes		www.kgdenim.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	yes		www.kgdenim.com
11	email address for grievance redressal and other relevant details	yes		www.kgdenim.com
12	Financial results	yes		www.kgdenim.com
13	Shareholding pattern	yes		www.kgdenim.com
14	Details of agreements entered into with the media companies and/or their associates	n/a		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	n/a		
16	New name and the old name of the listed entity	n/a		
17	Advertisements as per regulation 47 (1)	yes		www.kgdenim.com
18	Credit rating or revision in credit rating obtained	yes		www.kgdenim.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	yes		www.kgdenim.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	yes		www.kgdenim.com
21	Materiality Policy as per Regulation 30	yes		www.kgdenim.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	yes		www.kgdenim.com
23	It is certified that these contents on the website of the listed entity are correct	yes		www.kgdenim.com

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