

Compliance Report on Corporate Governance

1	Name of Listed Entity	Kamadgiri Fashion Limited
2	Period Ending	31st March, 2018

Annexure I

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)
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Same as Previous Quarter

\$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.

II. Composition of Committees

Sl. No.	Name of Committee	Name of Committee members	Category (Chairperson/Executive/NonExecutive/independent/Nominee) \$
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Same as Previous Quarter

\$ 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.

Provision relating to the Risk Management Committee under Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not Applicable to our Company.

III. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any
13th December, 2017	N.A.
13th February, 2018	61

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	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				
13th February, 2018	Yes	3	13th December, 2017	61
Stakeholders' Relationship Committee				
13th February, 2018	Yes	3	13th December, 2017	61

* 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	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Notes

- 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.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders' Relationship Committee
 - Risk Management Committee (applicable to the top 100 listed entities) - Not Applicable
- The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

Place: Mumbai
Date: 13th April, 2018



For Kamadgiri Fashion Limited

Jagdish Prasad Dave
Jagdish Prasad Dave
Compliance Officer

Compliance Report on Corporate Governance

ANNEXURE II

1	Name of Listed Entity	Kamadgiri Fashion Limited
2	Year Ended	31st March, 2018
I. Disclosure on website in terms of Listing Regulations		
		Compliance status (Yes/No/NA)refer note below
1. Details of business		Yes
2. Terms and conditions of appointment of Independent Directors		Yes
3. Composition of various committees of Board of Directors		Yes
4. Code of conduct of Board of Directors and Senior Management Personnel		Yes
5. Details of establishment of Vigil Mechanism/ Whistle Blower Policy		NA
6. Criteria of making payments to Non-Executive Directors		Yes
7. Policy on dealing with related party transactions		NA
8. Policy for determining 'material' subsidiaries		Yes
9. Details of familiarization programmes imparted to Independent Directors		Yes
10. Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
11. E-mail address for grievance redressal and other relevant details		Yes
12. Financial results		Yes
13. Shareholding Pattern		NA
14. Details of agreements entered into with the media companies and/or their associates		NA
15. New name and the old name of the listed entity		NA

II. Annual Affirmations		Regulation Number	Compliance status (Yes/No/NA)refer note below
Particulars			
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)	Yes
3. Meeting of Board of Directors		17(2)	Yes
4. Review of Compliance Reports		17(3)	Yes
5. Plans for orderly succession for appointments		17(4)	Yes
6. Code of Conduct		17(5)	Yes
7. Fees/compensation		17(6)	Yes
8. Minimum Information		17(7)	Yes
9. Compliance Certificate		17(8)	Yes
10. Risk Assessment & Management		17(9)	Yes
11. Performance Evaluation of Independent Directors		17(10)	Yes
12. Composition of Audit Committee		18(1)	Yes
13. Meeting of Audit Committee		18(2)	Yes
14. Composition of Nomination & Remuneration Committee		19(1) & (2)	Yes
15. Composition of Stakeholders' Relationship Committee		20(1) & (2)	Yes
16. Composition and role of Risk Management Committee (*)		21(1),(2),(3),(4)	NA
17. Vigil Mechanism		22	Yes
18. Policy for related party transaction		23(1),(5),(6),(7) & (8)	Yes
19. Prior or Omnibus approval of Audit Committee for all related party transactions		23(2), (3)	Yes
20. Approval for material related party transactions		23(4)	Yes
21. Composition of Board of Directors of unlisted material Subsidiary		24(1)	NA
22. Other Corporate Governance requirements with respect to subsidiary of listed entity		24(2),(3),(4),(5) & (6)	NA
23. Maximum Directorship & Tenure		25(1) & (2)	Yes
24. Meeting of Independent Directors		25(3) & (4)	Yes
25. Familiarization of Independent Directors		25(7)	Yes
26. Memberships in Committees		26(1)	Yes
27. Affirmation with compliance to Code of conduct from Members of Board of Directors and Senior Management Personnel		26(3)	Yes
28. Disclosure of Shareholding by Non-Executive Directors		26(4)	Yes
29. Policy with respect to obligations of Directors and Senior Management		26(2) & 26(5)	Yes

Notes:
 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. **NA**

Place: Mumbai
 Date: 13th April, 2018



For Kamadgiri Fashion Limited

 Jagdish Prasad Dave
 Compliance Officer