

**Compliance Report on Corporate Governance**

1	Name of Listed Entity	Kamadgiri Fashion Limited
2	Period Ending	March 31, 2019

**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)
Same as Previous Quarter								

\* 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**

Sr. No.	Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
Same as Previous Quarter			

**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
December 04, 2018	February 05, 2019	62
-	March 19, 2019	41

**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 February 05, 2019	All the three members (including Independent Directors) were present in the meeting.	December 04, 2018	62
Audit Committee March 19, 2019	All the three members (including Independent Directors) were present in the meeting.	-	41
Stakeholders' Relationship Committee February 05, 2019	All the three members (including Independent Directors) were present in the meeting.	November 03, 2019	93

\* 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. - Yes
  - The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
    - Audit Committee - Yes
    - Nomination & Remuneration Committee - Yes
    - Stakeholders' Relationship Committee - Yes
    - 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. - Yes
  - 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
  - This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes
- Any comments/observations/advice of Board of Directors may be mentioned here:

For Kamadgiri Fashion Limited



Gaurav Soni

Company Secretary & Compliance Officer

Place: Mumbai  
Date: April 12, 2019

**Compliance Report on Corporate Governance**

**ANNEXURE II**

<b>1</b>	<b>Name of Listed Entity</b>	<b>Kamadgiri Fashion Limited</b>
<b>2</b>	<b>Year Ended</b>	<b>March 31, 2019</b>

**I. Disclosure on website in terms of Listing Regulations**

	<b>Compliance status (Yes/No/NA)refer note below</b>
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	Yes
6. Criteria of making payments to Non-Executive Directors	NA
7. Policy on dealing with related party transactions	Yes
8. Policy for determining 'material' subsidiaries	NA
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	Yes
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**

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
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:**

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.

If the Listed Entity would like to provide any other information the same may be indicated here.

**Affirmations (Contd.):**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **NA**

For Kamadgiri Fashion Limited

Place: Mumbai  
Date: April 12, 2019



Gaurav Soni  
Company Secretary & Compliance Officer