

# KAMADGIRI FASHION LIMITED

## Compliance Report on Corporate Governance

1	Name of Listed Entity	Kamadgiri Fashion Limited
2	Quarter ending	31st December, 2022

### I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	DIN	Category (Chairperson / Executive / Non Executive / Independent / Nominee) <sup>&amp;</sup>	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity (in reference to Regulation 17A(1) of Listing Regulations)	No. of Independent Directorship in listed entities including this listed entity (in reference to proviso to Regulation 17A(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.	Pradip Kumar Goenka	DIN -00516381	Executive, Chairman	1987-02-04	-	-	N.A.	1959-09-21	1	0	0	0
Mr.	Anil Biyani	DIN - 00005834	Non Executive	2012-05-29	-	2022-12-08	N.A.	1963-12-13	0	0	0	0
Mrs.	Rahul Mehta	DIN - 00165521	Non Executive, Independent	2014-09-26	2019-09-24	-	99	1950-08-20	2	2	2	0
Mr.	Bindu Shah	DIN - 07131459	Non Executive, Independent	2015-09-25	2020-09-25	-	87	1975-06-07	2	2	4	2
Mrs.	Tilak Goenka	DIN - 00516464	Executive	2018-08-14	-	-	N.A.	1986-01-05	1	0	0	0
Mr.	Amit Somani	DIN - 06901790	Non Executive, Independent	2022-08-10	-	-	5	1988-07-21	1	1	1	1

Whether Regular Chairperson appointed - Yes

Whether Chairperson is related to Managing Director or CEO - yes

& 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 (month) 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	Whether regular Chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non Executive / Independent / Nominee) <sup>&amp;</sup>	Date of Appointment	Date of Cessation
1	Audit Committee	Yes	Mr. Amit Somani	Chairperson - Non-Executive - Independent	2022-08-10	-
			Mr. Rahul Mehta	Non-Executive - Independent	2011-02-14	-
			Mrs. Bindu Shah	Non-Executive - Independent	2015-08-11	-
2	Nomination & Remuneration Committee	Yes	Mr. Rahul Mehta	Chairperson - Non-Executive - Independent	2011-02-14	-
			Mrs. Bindu Shah	Non-Executive - Independent	2015-08-11	-
			Mr. Amit Somani	Non-Executive - Independent	2022-08-10	-
3	Stakeholders Relationship Committee	Yes	Mrs. Bindu Shah	Chairperson - Non-Executive - Independent	2015-08-11	-

			Mr. Rahul Mehta	Non-Executive - Independent	2011-02-14	-
			Mr. Anil Biyani	Non-Executive	2015-08-11	2022-12-08
4	Corporate Social Responsibility Committee	Yes	Mr. Pradip Kumar Goenka	Chairperson - Executive	2018-08-14	-
			Mr. Rahul Mehta	Non-Executive - Independent	2018-08-14	-
			Mr. Anil Biyani	Non-Executive	2018-08-14	2022-12-08

§ 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	Whether requirement of Quorum met*	Number of Directors present (other than Independent Director)*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
2022-08-10	2022-11-08	Yes	3	3	89

\* to be filled in only for the current quarter meetings

### IV. Meeting of Committees

Date(s) of meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present (other than Independent Director)*	Number of Independent Directors present*	Date(s) of meeting (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)
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#### Audit Committee

2022-11-08	Yes	0	3	2022-08-10	89

Date(s) of meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present (other than Independent Director)*	Number of Independent Directors present*	Date(s) of meeting (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)
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#### Stakeholders Relationship Committee:


#### Corporate Social Responsibility Committee:


#### Nomination & Remuneration Committee:

	-	-	-	2022-08-10	-

\* 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	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	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.

### 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 top 1,000 listed entities)    **NA**
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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.    **Yes**

**For Kamadgiri Fashion Limited**

**Place: Mumbai**

**Date: 3rd January, 2023**

**Deepa Toshniwal  
Company Secretary**