

## Quarterly Compliance Report on Corporate Governance

**Name of the Company: Kamadgiri Fashion Limited**

**Quarter ending on: 31st March 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	49 (II)	Yes	
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>	49 (III)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	49 (VIII)	Yes	
(A) Related party transactions	49 (VIII A)	Yes	There was no material transactions with related parties
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Required disclosure will be made in the next Annual Report
(C) Remuneration of Directors	49 (VIII C)	Yes	-do-
(D) Management	49 (VIII D)	Yes	-do-
(E) Shareholders	49 (VIII E)	Yes	-do-
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A.	There was no issue of securities
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	Required disclosure will be made in the next Annual Report
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	-do-
<b>XI. Compliance</b>	49 (XI)	Yes	-do-

For Kamadgiri Fashion Limited

Place: Mumbai  
Date: 13th April 2015

Pradip Kumar Goenka  
Chairman & Managing Director