



(GOVT.RECGD.EXPORT HOUSE)

Regd. Office : 191, Shahwadi, Narol - Sarkhej Highway, Nr. Old Octroi Naka, Narol, Ahmedabad.-382405.  
Ph : +91-79-30417000, 30017000 Fax : +91-79-30417070 CIN : L17110GJ1988PLC010504  
E-mail : info@aarvee-denims.com • Website : www.aarvee-denims.com

Date: 08-10-2016

To,  
The Manager (Listing)  
**The Bombay Stock Exchange Ltd.**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

To,  
The Manager (Listing)  
**The National Stock Exchange of India Ltd**  
“Exchange Plaza” 5<sup>th</sup> Floor,  
Plot No. C/1, G-Block,  
Bandra-Kurla Complex,  
Mumbai – 400 051

**Company Code: 514274 (BSE)**

**Company Code: AARVEEDEN (NSE)**

Dear Sir/ Madam,

**Sub: Compliance Report on Corporate Governance for the quarter and year ended on 30<sup>th</sup> September, 2016. [Regulation 27(2)]**

With reference to above, please find attached herewith Compliance Report on Corporate Governance pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the prescribed format (Annexure – I and III) for the quarter and year ended on 30<sup>th</sup> September, 2016.

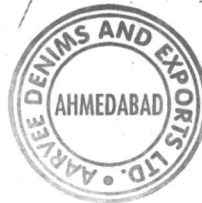
You are requested to take the same on record and update your records accordingly.

Thanking you,

Yours faithfully,

**For, Aarvee Denims and Exports Ltd.**

  
**Sharvil B. Suthar**  
Company Secretary  
Encl: a.a.



**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity: AARVEE DENIMS AND EXPORTS LIMITED
2. Quarter ending: 30<sup>TH</sup> SEPTEMBER, 2016

<b>I. Composition of Board of Directors</b>								
Title (Mr./ Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non- Executive/ independent/ Nominee) &	Date of Appointment in the current term/ Cessation (both current term date and original appointment date)	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)
Mr.	Vinod P. Arora	AAEPA4266D & 00007065	Chairperson – Executive	01-10-2014, Original Appointment Date: 28-03-1988	N.A	2	Stakeholder Committee – 1	Nil
Mr.	Ashish V. Shah	ACAPS7136H & 00007201	Executive	01-10-2014, Original Appointment Date: 28-03-1988	N.A	2	Nil	Nil
Mr.	Kalpesh V. Shah	ACAPS7135E & 00007262	Executive	01-10-2014, Original Appointment Date: 18-05-1992	N.A	1	Stakeholder Committee – 1	Nil
Mr.	Paramanand T. Arora	AAJPA1201E & 00093659	Non - Executive	Original Appointment Date: 11-08-1992	N.A	1	Nil	Nil
Mr.	Rajesh P. Arora	AAEPA3156F & 00092200	Non - Executive	Original Appointment Date: 11-08-1992	N.A	1	Nil	Nil

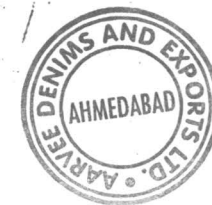


Mr.	Sanjay S. Majmudar	AAPPM5037Q & 00091305	Independent - Non - Executive	01-04-2014, Original Appointment Date:14-11-2003	60 months (up to 31 <sup>st</sup> March, 2019)	4	Audit Committee – 3  Stakeholders Relationship Committee - 1	Audit Committee – 2  Stakeholder Committee – 1
Mr.	Ashok C. Gandhi	ABCPG5178J & 00022507	Independent - Non - Executive	01-04-2014, Original Appointment Date 11-11-1995	60 months (up to 31 <sup>st</sup> March, 2019)	5	Audit Committee – 5 Stakeholder Committee – 2	Stakeholder Committee – 1
Mr.	Arvind D. Sanghvi	AACPS9853K & 00435340	Independent - Non - Executive	01-04-2014, Original Appointment Date:03-02-1996	60 months (up to 31 <sup>st</sup> March, 2019)	1	Nil	Nil
Mr.	Amol R. Dalal	AAWPD3085E & 00458885	Independent - Non - Executive	01-04-2014, Original Appointment Date 31-03-2004	60 months (up to 31 <sup>st</sup> March, 2019)	2	Audit Committee – 1	Audit Committee – 1 Stakeholder Committee – 1
Ms.	Shivani Shah	CYEPS9777G & 06693408	Independent - Non - Executive	28-09-2015, Original Appointment Date:13-08-2015	60 months (up to 27 <sup>th</sup> September, 2020)	1	Nil	Nil

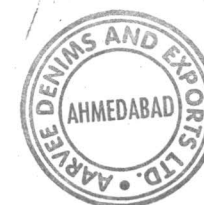
\$PAN number of any director would not be displayed on the website of Stock Exchange

&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			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/ Non- Executive/independent/ Nomin ee) *	
1. Audit Committee		SAME AS PREVIOUS QUARTER	
2. Nomination & Remuneration Committee			
3. Risk Management Committee(if applicable) (Not applicable but Voluntarily constituted)			
4. Stakeholders Relationship Committee			
*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	Maximum gap between any two consecutive (in number of days)	
28th May, 2016	10th August, 2016	73	
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			
28th May, 2016	Yes (All 3 members were present)	10th August, 2016	73
Stakeholders' Grievance and Relationship Committee			
11th April, 2016	Yes (All 3 members were present)	11th July, 2016	90
Nomination and Remuneration Committee			
28th May, 2016	Yes (All 3 members were present)	10th August, 2016	73
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

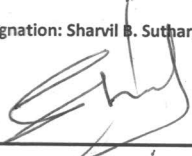


V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Note**  
 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: Yes a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities)
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. Any comments/observations/advice of Board of Directors may be mentioned here: Previous Quarter report has been placed before the Board of Directors. Board took note of the same. There was no comments/observations/ advice of Board of Director.

Name & Designation: Sharvil B. Suthar, Company Secretary




## ANNEXURE III

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<div style="display: flex; justify-content: space-between; align-items: center;"> <div style="text-align: center;">  <p><b>Sharvil B. Suthar</b> Company Secretary</p> </div> <div style="text-align: center;">  </div> </div>		