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Ref: ADEL/CS/Correspondence/2015-16/144

Date: 12.01.2016

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” 5th 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 ended on 31st December, 2015. [Regulation 27(2)]

With reference to above, please find attached herewith the Quarterly 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) for the quarter ended on 31st December, 2015.

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

Thanking you,

Yours faithfully,

For, Aarvee Denims and Exports Ltd.

Hardik Modi
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: 31ST DECEMBER, 2015

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 (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 st March, 2019)	4	Audit Committee – 2	Audit Committee – 3 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 st March, 2019)	6	Audit Committee – 6 Stakeholder Committee – 3	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 st 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 st 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 th 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

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/ Non-Executive/independent/Nominee) §</i>
1. Audit Committee	1. Mr. Sanjay Majmudar-Chairman 2. Mr. Ashok C. Gandhi-Member 3. Mr. Amol Dalal-Member	Independent – Non-Executive Independent – Non-Executive Independent – Non-Executive



2. Nomination & Remuneration Committee	1. Mr. Sanjay Majmudar-Chairman 2. Mr. Ashok C. Gandhi-Member 3. Mr. Amol Dalal-Member	Independent – Non-Executive Independent – Non-Executive Independent – Non-Executive
3. Risk Management Committee (if applicable) (Not applicable but voluntarily constituted)	1. Mr. Vinod P. Arora- Chairman 2. Mr. Amol Dalal-Member 3. Mr. Ashish V. Shah-Member	Chairperson – Executive Independent – Non-Executive Executive
4. Stakeholders Relationship Committee.	1. Mr. Amol Dalal-Chairman 2. Mr. Vinod P. Arora-Member 3. Mr. Kalpesh V. Shah-Member	Independent – Non-Executive Chairperson – Executive Executive

&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

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
13 th August, 2015	31 st October, 2015	79 days

IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee: 31 st October, 2015	Yes (2 members were present)	13 th August, 2015	79 days
Stakeholders Relationship Committee 10 th October, 2015	Yes (All 3 members were present)	7 th July, 2015	95 days

* 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)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
Note	
<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>	
VI. Affirmations	
<ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> 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: N.A. for current quarter (Will comply from next quarter onwards) 	
Name & Designation: Hardik Modi, Company Secretary	