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E-mail : info@aarvee-denims.com • Website : www.aarvee-denims.com

Date: 11-10-2017

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 30th September, 2017. [Regulation 27(2)]

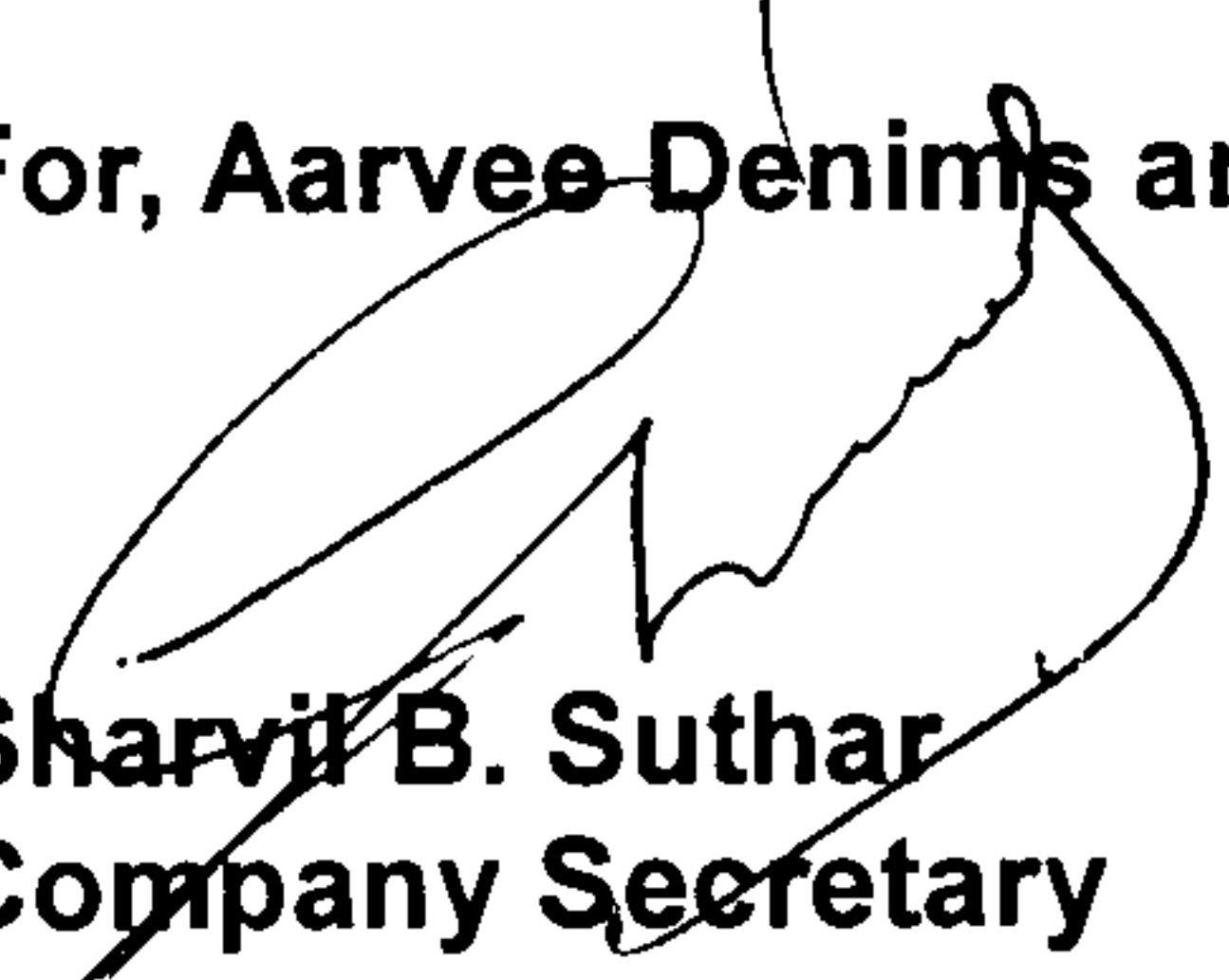
With reference to above, please find attached herewith Compliance Report on Corporate Governance pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the prescribed format for the quarter ended on 30th September, 2017.

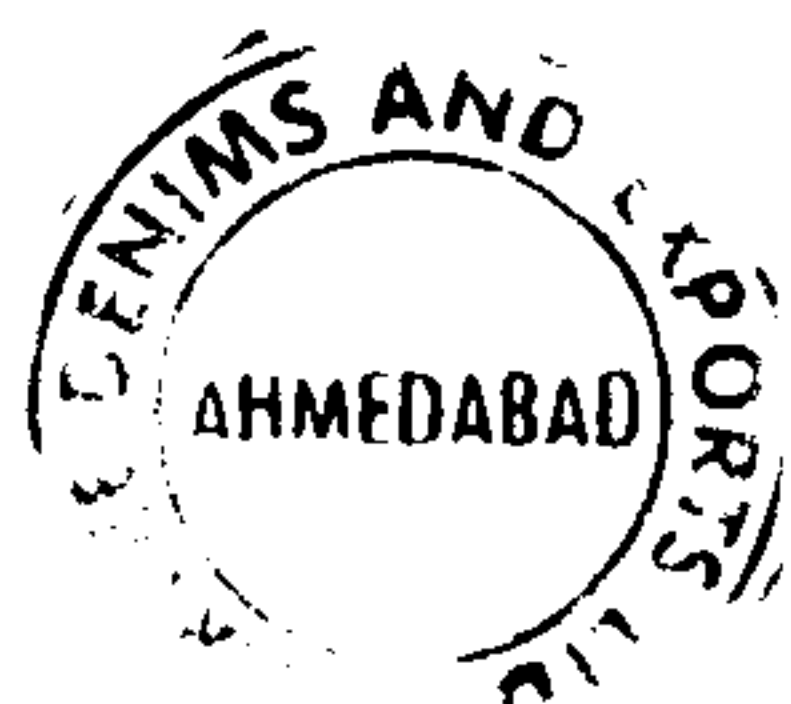
You are requested to take the same on record and update your records accordingly.

Thanking you,

Yours faithfully,

For, Aarvee Denims and Exports Ltd.


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



Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: AARVEE DENIMS AND EXPORTS LIMITED
2. Quarter ending: 30TH SEPTEMBER, 2017

| 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 | 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 | 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 |

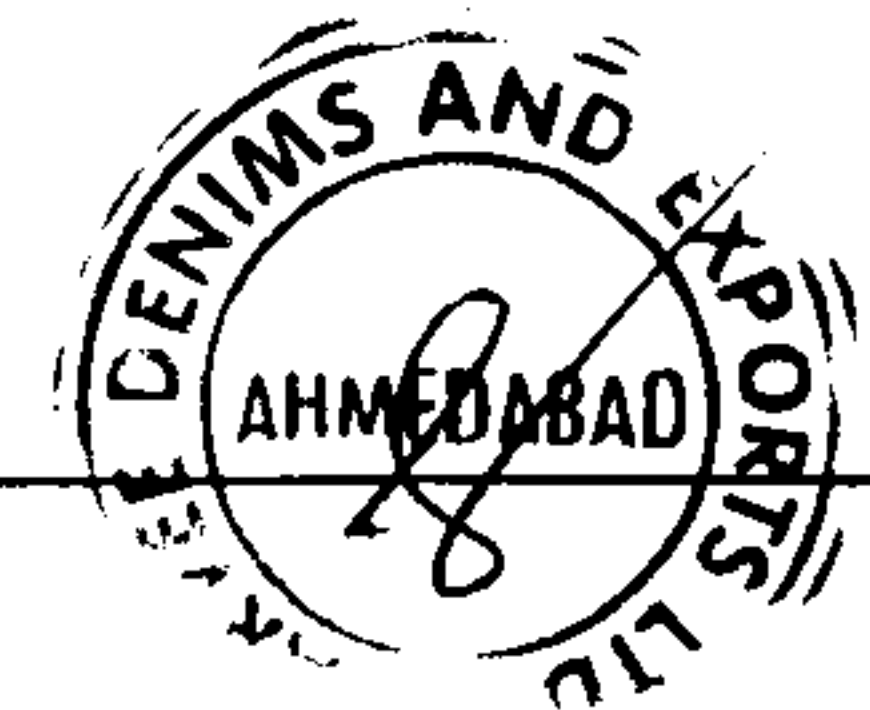


| | | | | | | | | |
|-----|--------------------|-----------------------------|----------------------------------|---|---|---|-----|-----|
| Mr. | Sanjay S. Majmudar | AAPPM5037Q & 00091305 | Independent - Non - Executive | 01-04-2014, Original Appointment Date:14-11-2003 | 60 months (up to 31 st March, 2019) | 4 | 4 | 3 |
| 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) | 5 | 7 | 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 | 2 | 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 | 3 | 3 |
| 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 |

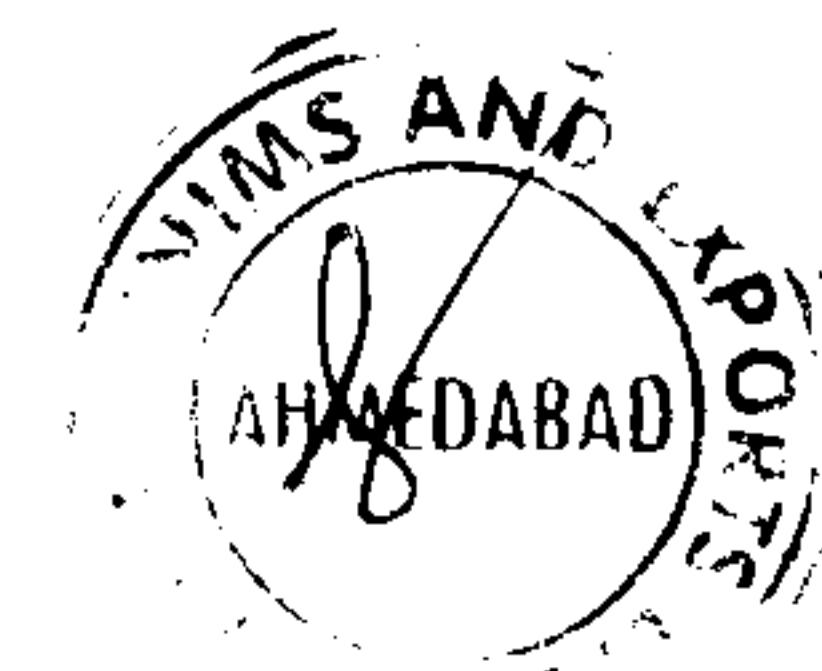
\$PAN number of any director would not be displayed on the website of Stock Exchange

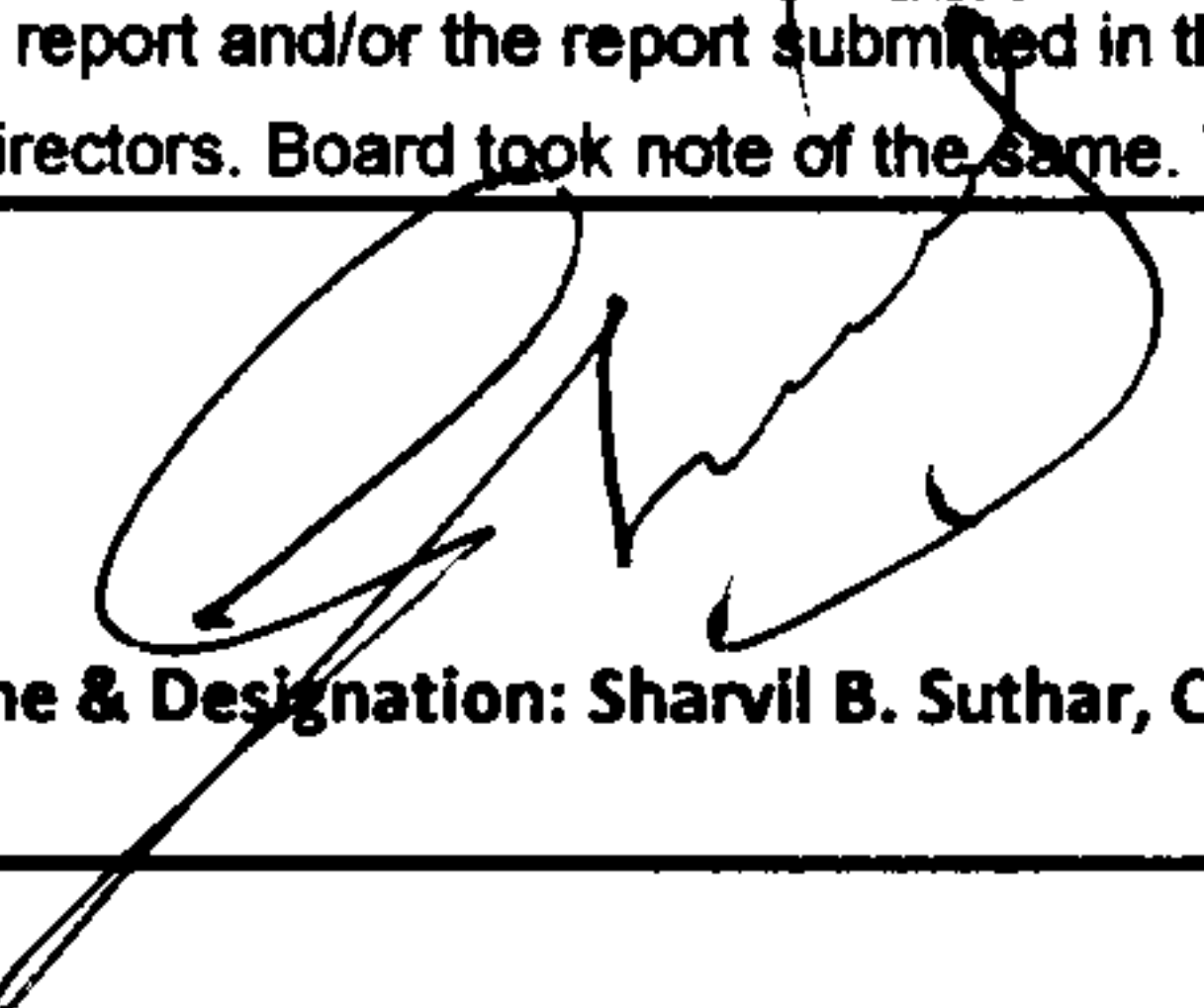
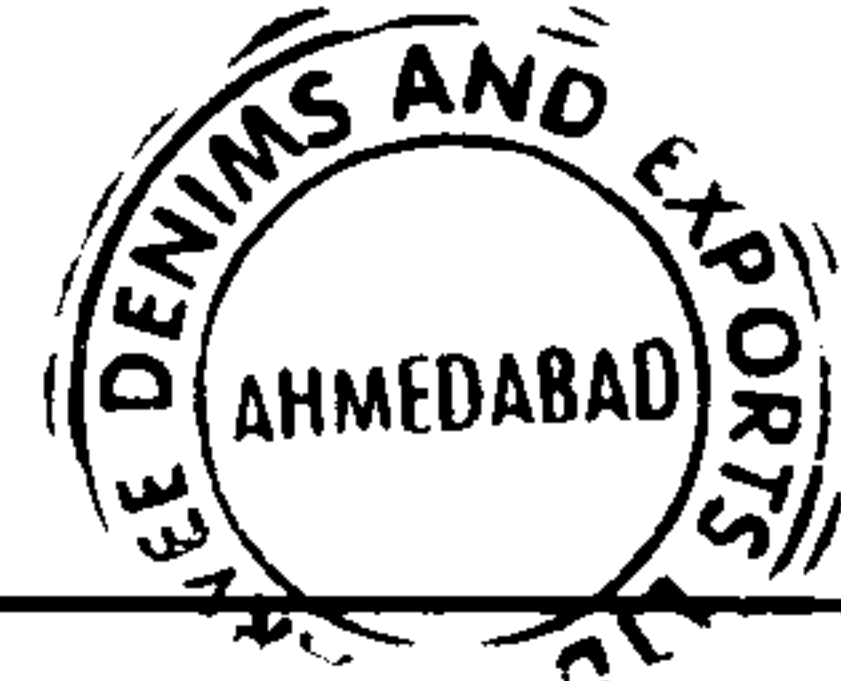
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* 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 | | | |
|---|---|--|---|
| 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) | |
| 26th May, 2017 | 28th July, 2017, 14th September, 2017 | 62 | |
| 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 July, 2017, 14th September, 2017 | Yes (All 3 members were present) | 26th May, 2017 | 62 |
| Stakeholders' Relationship Committee | | | |
| 28th July, 2017 | Yes (All 3 members were present) | 26th May, 2017 | 62 |
| * 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 | Yes | | |
| 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. | | | |

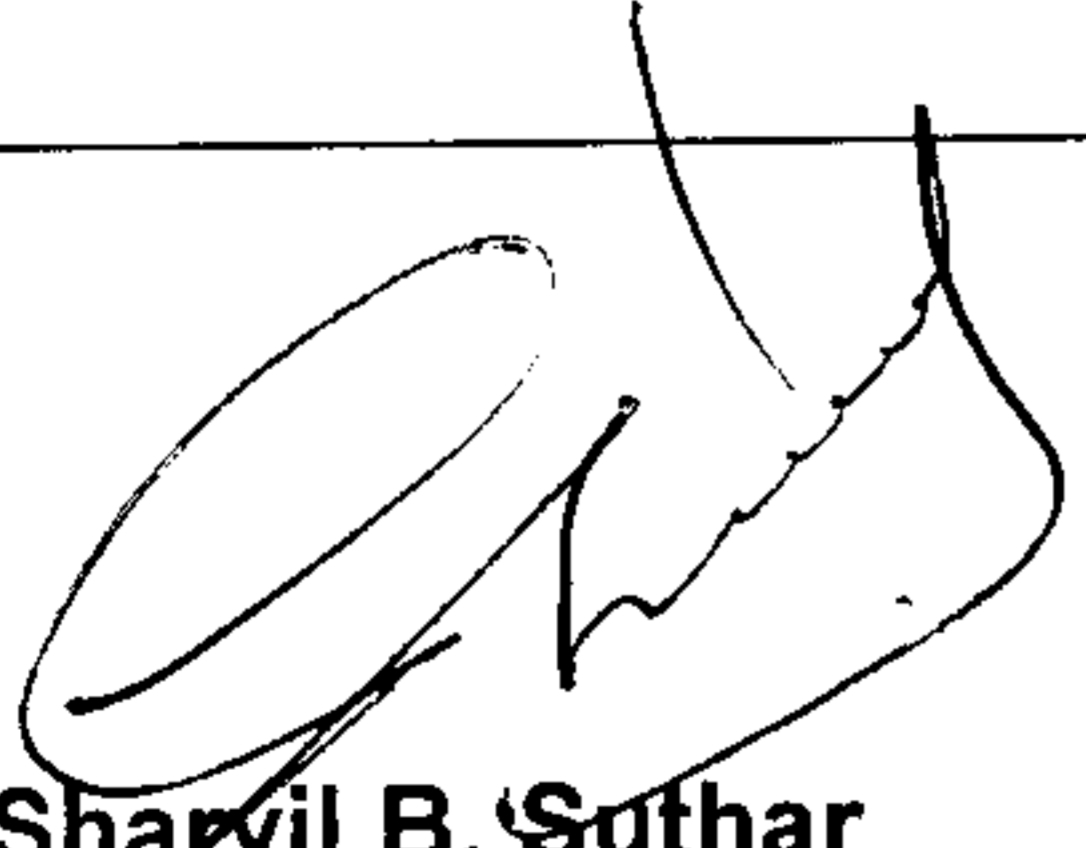



| VI. Affirmations | |
|--|---|
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.: Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 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. |
| <div style="display: flex; justify-content: space-between; align-items: center;"> <div style="text-align: center;">  Name & Designation: Sharvil B. Suthar, Company Secretary </div> <div style="text-align: center;">  </div> </div> | |

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

Half Year Ending: 30.09.2017

| I Affirmations | | |
|---|--------------------------------------|---|
| Broad heading | Regulation Number | Compliance status (Yes/No/NA) <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>Note</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> | | |
| <p>  Sharvil B. Suthar Company Secretary </p> <p>  </p> | | |