



# CORPORATE GOVERNANCE REPORT

## 1. COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

Corporate Governance primarily involves transparency, complete disclosure, independent monitoring of the state of affairs and being fair to all stakeholders.

The objective of the Company is not only meet the statutory requirements of the code but to go well beyond it by instituting such systems and procedures as are in accordance with the latest global trend of making management completely transparent and institutionally sound.

The Company has always believed in the concept of good Corporate Governance involving transparency, empowerment, accountability and integrity with a view to enhance stakeholder value. The company has professionals on its Board of Directors who get actively involved in the deliberations of the board as well as committees of directors on all important policy matters.

## 2. BOARD OF DIRECTORS

The board of directors of the company consists of Executive and Independent Directors. The day to day affairs of the company are entrusted with the senior management personnel, headed by the CFO and Managing director of the company. The board meets regularly to discuss, review and decide upon the matters such as policy formulation, setting up of goals, appraisal of performance with the goals and control functions, etc. The board thus exercise close control over the overall functioning of the company with a view to enhance stakeholder value.

There are no inter-se relationships between the Board members.

**a. The details of each member of the board along with the number of Directorship/ Committee Membership are as given below:**

Name	Date of Appointment	Category of Director	Directorships in other Indian Public Limited Companies (Excluding MAL)	No. of Board committees In which Chairman / Member (Excluding MAL)	
				Chairman	Member
Mr. Harshad Thakkar	21/01/2010	Chairman/Executive Director	1	NIL	2
Mr. Dinesh Sodha	21/01/2010	Executive Director	1	NIL	NIL
Mr. Hitesh Punjani	15/04/2013	Executive Director	1	NIL	NIL
Mr. Tarak Gor	16/08/2014	Non-Executive/ Independent Director	0	0	0
Mrs. Anupama Sharma	27/11/2014	Non-Executive/Women Independent Director	1	NIL	2
Mr. Alok Nag	16/08/2014	Non-Executive/ Independent Director	0	0	0



#### Notes:

1. Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies and Alternate Directorships (if any).
2. Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders Relationships Committee in Indian Public Limited companies other than MAL.

#### **b. Independent Directors**

The Non-Executive Independent Directors fulfill the conditions of independence specified in Section 149 of the Companies Act, 2013 and Regulation 16(b) of the Listing Regulation. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulations has been issued and same is available on website at <http://www.momaiapparels.com/annual-reports/2014/dec/appointment-letters.pdf>

#### **c. performance Evaluation and Independent Directors Meeting**

The Directors other than Independent Directors of the Company evaluate the performance of Independent Directors of the Company on following criteria:

- invests time in understanding the company and its unique requirements;
- brings in external knowledge and perspective to the table for discussions at the meetings;
- expresses his/ her views on the issues discussed at the Board and keeps himself/ herself current on areas and issues that are likely to be discussed at the Board level.

During the year under review, the independent Directors met on January 15 , 2016, inter alia, to discuss:

- Evaluation of performance of non-Independent Director and the Board of Directors as a whole;
- Evaluation of performance of the chairman of company, taking into account the views of the Executive and Non-executive Directors;
- Evaluation of the quality, content and timeliness of flow of information between the management and the board that is necessary for the board to effectively and reasonably perform its duties.

All the independent Directors were present for this meeting.

#### **d. Board Meeting**

The Board meets at regular intervals to discuss and decide on business strategies/ policies and review the financial performance of the company.

The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each director to enable the Directors to take an informed decision.



In the Financial year 2015-16, the Board met five times. The interval between two meetings was well within the maximum period mentioned under section 173 of the Companies Act, 2013 and the Listing Regulation.

Attendance of Directors at the Board Meetings and at the last Annual General Meetings:

Name of Directors	Meeting of Board of Directors of the Company					AGM held on Sept 26, 2015
	May 21, 2015,	Aug 29, 2015	Nov 14, 2015	Jan 15, 2016	Mar 31, 2016	
Mr. Harshad Thakkar	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Dinesh Sodha	Yes	Yes	No	Yes	Yes	Yes
Mr. Hitesh Punjani	Yes	No	No	Yes	Yes	Yes
Mr. Alok Nag	Yes	Yes	No	Yes	No	Yes
Mrs. Anupama Sharma	Yes	Yes	Yes	No	Yes	Yes
Mr. Tarak Gor	Yes	Yes	Yes	Yes	Yes	Yes

**e. Conflict of Interests**

Each Director informs the company on an annual basis about the Board and the committee positions he occupies in other companies including chairmanships and notifies changes during the year. The members of the board while discharging their duties, avoid conflict of interest in the decision making process. The members of the Board restrict themselves from any discussions and voting in transactions in which they have concern interest.

**f. Familiarisation Programme**

The company has put in place a system to familiarize its independent directors about the company, its financial products, the industry and business model of the Company. In addition, the Company also keep the independent directors, updated on the events and developments in the industry and business environment.

During the financial Year 2015-16 a familiarization Programme was conducted on May 21<sup>st</sup>, 2015 and March 31, 2016 which was attended by the Independent Directors of the company. The Policy on Familiarisation Programme is updated on the website of the company :

<http://www.momaiapparels.com/annual-reports/Policies/Familiraisation%20programme.pdf>

**3.COMMITTEES OF BOARD OF DIRECTOR**

The committee plays a crucial role in the governance structure of the company. These committee has been constituted to deal with specific areas/activities and the terms of reference of committee are approved by the board and are in line with requirement of the Act. The committees are formed under the formal approval of the board to carry out clearly defined roles. The board supervises the execution of its responsibilities by the committees.



### (A) Audit Committee

The Audit committee of the company is constituted in line with the provisions of Regulation 18 of the SEBI (LODR Regulation), 2015 read with Section 177 of the Companies Act 2013. The role of the audit committee is to supervise the company's financial reporting process and disclosure of its financial information, to recommend the appointment of Statutory auditors and internal auditors and fixation of their remuneration, to review and discuss with the auditors about internal control systems, adequacy of the internal control systems, major accounting policies and practices, compliances with accounting standards, Listing Regulations and other legal requirements concerning financial statements and related party transactions.

#### i. **Composition:**

The Company has complied with the requirements of Regulation 18 of the SEBI (Listing Obligation and disclosure requirements) Regulation 2015 as regards to the composition of the audit committee. The audit committee constituted as follows;

Name of the Member	Position	Category
Mr. Tarak Gor	Chairperson	Non Executive / Independent Director
Mrs. Anupama Sharma	Member	Non Executive / Independent Director/ Women Director
Mr. Harshad Thakkar	Member	Managing Director/Executive

Ms. Bhoomi Mewada, Company secretary of the Company acts as the Secretary to the Committee.

#### **Term of Reference**

The scope and function(s) of the Audit Committee are in accordance with the provisions of Section 177 of the act, the provisions of Regulation 18 of the SEBI (LODR) Regulation, 2015. Audit Committee is mainly entrusted with supervising and monitoring company's internal controls and financial reporting process amongst the other terms of reference which are explained below:

- Oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.



- Reviewing the adequacy of internal audit function, discussing with internal auditors any significant findings and follow-up thereon, reviewing with the management annual and half yearly financial statements before submission to the board for approval.
- Approval or subsequent modification of any transactions of the company with related parties.
- Review and monitor the auditors independence and performance and effectiveness of the audit processes, scrutiny of inter corporate loans and investments, if any, evaluation of internal financial controls and risk management system; and reviewing the functioning of the Whistle Blower mechanism.
- To monitor the end use of funds raised through public offers and related matters.
- To oversee the financial reporting process and the disclosures of its financial information to ensure that the financial statement are correct sufficient and credible.
- To review with the management, the half yearly and yearly financial results before submission to the board for their approval.
- Matters required to be included in the directors responsibility statement to be included in the board report as per section 134 of the act.
- Changes if any in accounting polices and practices along with reasons for the same.
- Major accounting entries involving estimates based on the exercise of judgment by the management.
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosures of the related party transactions.

**Meeting and Attendance during the year**

Date of the Meeting	Mr. Tarak Gor (Chairperson)	Mrs. Anupama Sharma (Member)	Mr. Harshad Thakkar (Member)
May 21, 2015	Yes	Yes	Yes
August 29, 2015	Yes	Yes	Yes
November 14, 2015	Yes	Yes	Yes
January 15 2016	Yes	No	Yes
March 31, 2016	Yes	Yes	Yes

**(B) Nomination and Remuneration Committee**

The “Nomination and Remuneration committee has been constituted by the board as per requirements of the provisions of section 178 (1) of the Companies Act, 2013 and Regulation 19 of the SEBI Regulation.

The Broad terms of reference of the Company’s Nomination and Remuneration Committee are to identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with criteria laid down and to recommend to the board their appointment / removal, to formulate the criteria for evaluation of independent directors and the board, to determine and recommend to the board the remuneration payable to Whole Time Directors and to determine and recommend policy for remuneration to Directors, Key Managerial Personnel’s and other employees.



**i. Composition**

The Nomination and Remuneration Committee comprised of the following members as on March 31, 2016.

Name of the Member	Position	Category
Mr. Tarak Gor	Chairperson	Non Executive / Independent Director
Mr. Alok Nag	Member	Non Executive / Independent Director
Mrs. Anupama Sharma	Member	Non Executive / Independent Director/ Women Director

Ms. Bhoomi Mewada, Company secretary of the Company acts as the Secretary to the Committee.

**ii. Term of Reference:**

The scope and functions of the NRC are in accordance with the provisions of Section 178 of the Act, Regulation 19 of the SEBI Listing Regulations and Clause 49 of the erstwhile Listing Agreement.

- to take all appropriate/ necessary steps, decisions required in connection with managerial remuneration;
- to delegate all or any of the power hereby conferred to it;
- to settle any question, matter or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered necessary by the aforesaid committee to be in the best Interest of the Company;
- to supervise and monitor the process of issuance/ grant/ vesting/ cancellation of Stock Options and such other share based benefits as may be decided to be granted to the employees of the Company/ Holding Company, from time to time, as per the provisions of the applicable laws, more particularly in terms of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- to perform such other acts, deeds, things and powers as may be delegated to the Committee by the Board from time to time.
- to do for and on behalf of the Board all acts, deeds and things which may be necessary for effective implementation of the foregoing resolutions.

**iii.Meeting and Attendance during the year**

Date of the Meeting	Mr.Tarak Gor (Chairperson)	Mr. Alok Nag (Member)	Mrs. Anupama Sharma (Member)
August 29, 2015	Yes	Yes	Yes
November 14, 2015	Yes	No	Yes
January 15, 2016	No	Yes	Yes



### (C) Stakeholder Relationship Committee

The Stakeholder Relationship committee is constituted in line with the provisions of section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI Regulation.

The Committee is responsible for assisting the Board of Directors in the Board's overall responsibilities relating to attending and Redressal of the grievances of the security holders of the company.

#### i. Composition:

The Stakeholder Relationship Committee comprised of the following members as on March 31, 2016.

Name of the Member	Position	Category
Mr. Tarak Gor	Chairperson	Non Executive / Independent Director
Mrs. Anupama Sharma	Member	Non Executive / Independent Director/ Women Director
Mr. Harshad Thakkar	Member	Managing Director, Executive

Ms. Bhoomi Mewada, Company secretary of the Company acts as the Secretary to the Committee.



#### ii. Terms of Reference:

The scope and functions of the SRC are in accordance with the provisions of Section 178 of the Act, Regulation 20 of the SEBI Listing Regulations and Clause 49 of erstwhile Listing Agreement. The scope and functions of the SRC is as follows:

- to consider and resolve Redressal of shareholders and investors of the Company in respect of matters relating to transfer and transmission of shares, Non-receipt of Dividend/ Annual Report, delays in transfer of shares and Dematerialization/ re-materialization of shares etc.;
- to evaluate the performance of the Registrar and Transfer Agent of the Company;
- to review and approve the allotment of shares, approval of transfer or transmission of equity shares, debentures or any other securities;
- to allot securities of the Company from time to time;
- to issue duplicate certificates and new certificates on split/ consolidation/ renewal, etc.;
- to provide guidance and recommendations for providing Shareholder friendly services.
- to carry out any other function as may be required as per the provisions of the Act, applicable SEBI Regulations and Listing Agreement(s), as amended from time to time.



### iii. Meeting and Attendance during the year

Date of the Meeting	Mr. Tarak Gor (Chairperson)	Mrs. Anupama Sharma (Member)	Mr. Harshad Thakkar (Member)
May 21, 2016	Yes	Yes	Yes
January 15, 2016	Yes	Yes	No
March 31, 2016	Yes	Yes	Yes

### iv. Stakeholders' / Investors' Complaints:

The total number of complaint received and resolved during the year ended March 31, 2016 was NIL. There were no complaints outstanding as on March 31, 2016. Summary of Shareholder complaints received during the year under review is as follows:

Sr. No.	Nature of Complaints	Complaints Received	Complaints Redressed
1	Non-receipts of Dividends	NIL	NIL
2	Non-receipts of shares lodged for transfer	NIL	NIL
3	Non-receipts of Duplicate/Consolidated Share Certificates	NIL	NIL
4	Non-receipt of demand Credit/Remat requests	NIL	NIL
5	others (e.g. Queries received from other statutory Authorities, etc.)	NIL	NIL
6	Total	NIL	NIL

The status of security holders grievances is monitored by the committee periodically and the minutes of the committee are made available to the board. The complaints received from the security holders, SEBI (SCORES), Stock Exchanges and any other Regulatory Authorities are reviewed and they are replied by the Company/ Registrar & Share Transfer Agent regularly. The status of the pending complaints as well as the system of Redressal mechanism is reviewed by the committee periodically.





#### (D) Corporate Social Responsibility Committee

- The terms and reference of the Corporate Social Responsibility Committee broadly comprises of Formulating and recommending to the board of directors the CSR policy and monitoring the same from time to time.
- The committee will review and evaluate the agenda, suggest modifications and discuss and recommend action plan to take the CSR activities forward.
- CSR Committee will monitor the CSR activities by the company as well as ensure that the company spends atleast the minimum sum as may be prescribed from time to time pursuant to Companies Act, 2013 and Companies (Corporate social Responsibility Policy) Rules, 2014 or such higher amount as may be decided by the board.
- During the year under review, the committee met one time on 31st March ,2016. The necessary quorum was present for all the meetings.

Name of the Member	Category	No. of Meeting Attended
Mr. Harshad Thakkar	Managing Director, Executive	1
Mr. Hitesh Punjani	Executive Director	1
Mr. Alok Nag	Non Executive- Independent Director	1

#### 4. REMUNERATION OF DIRECTORS

The Non executive Directors are paid sitting fee for meetings of the board and committees of directors and commission, if any. There is no pecuniary relationship or transaction with the Non executive directors of the company.

The Company pays remuneration to its Chairman and Managing Director, executive director by way of Salary and Perquisites and allowances.



**5.GENERAL MEETINGS**

**a.Location and time of the last three Annual General Meetings:**

Year	AGM	Location	Day and date	Time	No. of Special Resolution
2012-2013	4th AGM	305-309, 3rd Floor, Pacific Plaza Plot No.570, TPS IV, Off B.S.Road, Mahim Division , Dadar West Mumbai – 400 028	Wednesday, 25th Sept, 2013	11.00 a.m.	Nil
2013-2014	5th AGM	305-309, 3rd Floor, Pacific Plaza Plot No.570, TPS IV, Off B.S.Road, Mahim Division , Dadar West Mumbai – 400 028	Wednesday, 10th Sept 2014	10.30 a.m	i) Appointment Of Mr. Shrikant Maheshwari as Independent Director ii) Appointment Of Mr. Alok Nag as Independent Director iii) Appointment Of Mr. Tarak Gor as Independent Director
2014-2015	6th AGM	305-309, 3rd Floor, Pacific Plaza Plot No.570, TPS IV, Off B.S.Road, Mahim Division , Dadar West Mumbai – 400 028	Saturday, 26th Sept, 2015	11.00 a.m	i)Appointment of Mrs. Anupama Sharma as Independent Director ii) Approval Of Related Party Transactions With Ashapura Intimates Fashion Limited





**b. Details of Postal Ballot(s) conducted during the Financial Year 2015-16:**

During the year, one special resolution was passed by way of Postal Ballot. However, the approval of the public Shareholders was sought on Particulars of the objects to be altered i.e proposed to alter the object(s) which was mentioned in the Red Herring Prospectus regarding Acquisition of land for setting up New Manufacturing Facility of Rs. 7 crores (Rupees Seven Crores) reserved for Acquisition of Land (for setting up New Manufacturing Facility), are now proposed to be utilized for repayment / prepayment of outstanding Loans, through postal ballot including voting by electronic means, pursuant to Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act and the rules, circulars and notifications thereunder (including any statutory modification or re-enactment thereof), Clause 35B of the erstwhile Listing Agreement and circular number CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular number CIR/CFD/DIL/8/2013 dated May 21, 2013, both issued by the Securities and Exchange Board of India (“SEBI Circulars”). As per the said SEBI Circulars, the resolution passed by means of Postal Ballot was to be declared as approved, provided the votes cast by the public shareholders in favor of the Composite Scheme were more than the number of votes cast by the public shareholders against it. The Company successfully completed the process of obtaining approval of its public shareholders including voting by electronic means in accordance with the SEBI Circulars.



i. Details of Voting Pattern: The details of results of the postal ballot and E-voting as per the details furnished by the Scrutinizer are as follows:

Promoter/ Public	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on polled
Promoter and Promoter Group	E- Voting	31,20,677	2,30,177	7.38%	2,30,177	0	100%	0.00%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.00	0	0	0.00%	0.00%
	<b>Total</b>		<b>2,30,177</b>	<b>7.38%</b>	<b>2,30,177</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public- Institutions	E- Voting	0	0	0.00%	0	0	0.00%	0.00%
	Poll		NA	NA	NA	NA	NA	Na
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public- Non Institutions	E- Voting	1,13,08,858	27,46,000	24.28%	27,44,400	1,600	99.94%	0.06%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		36,94,656	32.67%	36,94,656	0	100.00%	0.00%
	<b>Total</b>		<b>64,40,656</b>	<b>56.95%</b>	<b>64,39,056</b>	<b>1,600</b>	<b>99.98%</b>	<b>0.02%</b>
<b>Total</b>		<b>1,44,29,535</b>	<b>66,70,833</b>	<b>46.23%</b>	<b>66,69,233</b>	<b>1,600</b>	<b>99.98%</b>	<b>0.02%</b>

ii. Person who conducted the Postal Ballot exercise:

The Company had appointed Mr. Uday Nair, Practicing Chartered accountant, to act as the Scrutiniser (“Scrutinizer”) and to receive and scrutinize the completed Ballot Forms received from the Members and also to scrutinize the E-voting process in a fair and transparent manner. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder including any modification thereof from time to time and Clause 35B of erstwhile Listing Agreement, the Company offered E-voting facility as an alternate to all the members of the Company. For this purpose, the Company had entered into an agreement with Central Depository Services Limited (“CDSL”) for facilitating the E-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot form.



iii. Details of Special Resolution proposed to be conducted through Postal Ballot:

Any Special Resolutions, as may be required to be passed through Postal Ballot, will be conducted as per the provisions of Act (as may be amended/ re-enacted from time to time) and as per the provisions of other applicable law(s), from time to time.

iv. Procedure for Postal Ballot:

In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Act read with the Rules framed thereunder, the Company provided E-voting facility to all its members, to enable them to cast their votes electronically. The Company engaged the services of Central Depository Services Limited ("CDSL") for the purpose of providing E-voting facility to all its members, during the year under review. The members had the option to vote either by Postal Ballot or E-voting. The Company dispatched the Postal Ballot notices and forms along with postage prepaid business reply envelope to its members, whose names appeared on the register of Members/ list of beneficiaries as on Record Date. The postal ballot notice was sent to members in electronic form to the e-mail addresses registered with Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (in case of physical shareholding). The Company also published a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules. Voting Rights were reckoned on the paid-up value of the Shares registered in the names of the Members as on the Record Date. Members desiring to exercise their votes by physical postal ballot forms were requested to return the forms duly completed and signed, to the Scrutinizer on or before the closing of the voting period. Members desiring to exercise their votes by electronic mode were requested to vote before close of business hours on the last date of E-voting. The Scrutinizer submitted his report to the Chairperson, duly authorised by the Board for the purpose, after the completion of the scrutiny and the consolidated results of the voting by postal ballot were then announced by the Chairperson/ Authorised Officer. The results were also displayed on the website of the Company i.e. [www.momaiapparels.com](http://www.momaiapparels.com), besides being communicated to the Stock Exchanges, Depository and Registrar and Share Transfer Agent. The date of declaration of the result by the Company was deemed to be the date of passing the resolution.

## **6. MEANS OF COMMUNICATION**

For easy reference of the Shareholders, the half yearly results/ annual results, along with the Limited Review thereon, are made available on the website of the Company i.e. [www.momaiapparels.com](http://www.momaiapparels.com) Aforesaid results are also filed with the concerned Stock Exchanges simultaneously so as to enable them to display the results on their notice board/ website.



## **7. SUBSIDIARY COMPANY**

The company no subsidiary as on March 31, 2016.

## **8. CEO/ CFO CERTIFICATION**

As per Regulation 33 of the SEBI Listing Regulation, Mr. Harshad Thakkar, Chairman and Managing Director and Mr. Anurag Gangwal, Chief Financial Officer have reviewed the financial statement for the year ended 31<sup>st</sup> March, 2016 and provided the certification on the same.

## **9. REPORT ON CORPORATE GOVERNANCE**

The Company has obtained the certificate from its statutory auditors regarding compliance with the provisions relating to corporate governance laid down in Part E of Schedule V to the SEBI Listing Regulations, 2015. This certificate is annexed to the Directors' Report and will be sent to the stock exchanges, along with the Annual Report to be filed by the Company.

## **10. OTHER DISCLOSURE**

### **i. Details of materially significant related party transactions that may have potential conflict with the interests of the Company at large**

During the year, there were no materially significant transactions with related parties that may have potential conflict with the interest of the company at large. Related Party transactions have been disclosed in the notes to financial statements and in Board's Report. Policy on dealing with related party transactions is posted on the company's website <http://www.momaiapparels.com/annualreports/Policies/Policy%20on%20Related%20Party%20Transaction.pdf>.

### **ii. Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years**

The company has complied with all applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other SEBI Regulations wherever applicable. No penalties have been imposed or stricture issued by SEBI or National Stock Exchange or any statutory authorities on matters relating capital Markets during the last three years.



### **iii. Whistle Blower policy and affirmation that no personnel have been denied access to the Audit Committee**

The Company has a whistle-Blower Policy for establishing a Vigil Mechanism to report genuine concerns regarding unethical behavior and mismanagement, if any. No employee of the company was denied access to the Audit Committee. The same is available on our website at <http://www.momaiapparels.com/annual-reports/2014/dec/VIGIL-MECHANISM-POLICY.pdf>

### **iv. Compliance of Corporate Governance**

The company has complied with the mandatory requirements of the Corporate Governance of the Listing Regulations. There were no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the company during the year under review, except payment of sitting fees.

### **v. Insider Trading Code:**

The Securities and Exchange Board of India (SEBI) has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“the PIT Regulations”). The PIT regulations has come into effect from May 15, 2015 and replaced the earlier Regulations. The objective of the PIT Regulations is to curb the practice of insider trading in the securities of a listed company.

The company has adopted an ‘Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by insiders (the code) in accordance with the requirements of the PIT Regulations.

The code is applicable to Promoter and Promoters Group, all directors and such designated employees who are expected to have access to Unpublished Price Sensitive Information relating to the company. The company secretary is the compliance officer for monitoring adherence to the regulations.

The company has also formulated ‘The Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information (UPSII)’ in compliance with SEBI (Prohibition of insider trading) Regulations, 2015. This code is displayed on the company’s website: <http://www.momaiapparels.com/annual-reports/Policies/Insider%20Trading%20Policy.pdf>

### **vi. Code of Conduct for Board Members and Senior Management**

This Code of Conduct has been framed and adopted by the Company in compliance with the provisions of Clause 49 of erstwhile Listing Agreement (now Regulation 17 of the SEBI Listing Regulations). The code incorporates the duties of Independent Directors as laid down in the Act and also helps the Board Members and Senior Managers to observe the highest standards of ethical conduct and integrity and to work to the best of their ability and judgment.

**vii. Policy on Preservation of Documents:**

Pursuant to the provisions of Regulation 9 of the SEBI Listing Regulations, the Company has adopted this policy for preservation of documents.

This Policy contains guidelines for identifying Documents (as define under the SEBI Listing Regulations) that need to be maintained, the period of preservation of such Documents and its destruction/ disposal. This Policy aims to provide efficient and systematic control on the periodicity and destruction of business related Documents.

**viii. Policy for Determining of Material Subsidiary Companies:**

Pursuant to the provisions of Regulation 16 of the SEBI Listing Regulations, the Company has adopted this policy for determining material subsidiary.

**ix. Policy for Determination of Materiality of Information or Event:**

Pursuant to the provisions of Regulation 30 of the SEBI Listing Regulations, the Company has adopted this policy for determination of materiality of information or event for facilitating prompt disclosure of material price sensitive information to the stock exchange(s) in compliance with the provisions of the SEBI Listing Regulations.

This Policy shall act as a guidance for determining materiality of such price sensitive information, so as to ensure prompt disclosure of material price sensitive information/ event to the stock exchange(s), where the securities of the Company are listed, so that present and potential investors are able to take informed decision relating to their investment in the Company and to avoid creation of false market in the securities of the Company.

**x. Policy for Archival of Documents:**

Pursuant to the provisions of Regulation 30 of the SEBI Listing Regulations has adopted this policy for the archival of documents of the Company (the "Policy"), to comply with the provisions of the SEBI Listing Regulations, The policy provides that beyond the Mandatory Hosting Period (i.e. 5 years from the date of each disclosure on the website of the Company), the Disclosed Information shall be archived for such other additional period as may be required considering the requirement of various statutes, law, regulations etc. and other legal and administrative aspects.

**xi. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSII):**

This Code of Conduct has been framed and adopted by the Company in compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations"), to adhere to each of the Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, as set out in Schedule A to the SEBI PIT Regulations.