

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : THAMBBI MODERN SPINNING MILLS LTD.

Quarter ending on : 30<sup>th</sup> September, 2012

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
1	2	3	4
<b>I. Board of Directors</b>	49 I		—
a) Composition of Board	49(IA)	Yes	
b) Non-Executive Directors Compensation & Disclosures	49(IB)	N.A	
c) Other Provisions as to Board & Committees	49 (IC)	Yes	
d) Code of Conduct	49(ID)	Yes	
<b>II. Audit Committee</b>	49 II	Yes	—
A) Qualified and Independent Audit Committee	49(IIA)	Yes	
B) Meeting of Audit Committee	49(II B)	Yes	
C) Powers of Audit Committee	49 (IIC)	Yes	
D) Role of Audit Committee	49(II D)	Yes	
E) Review of information by Audit Committee	49(II E)	Yes	
<b>III. Subsidiary Companies</b>	49(III)	N.A	
<b>IV. Disclosures</b>	49(IV)		
A) Basics of related party transactions	49(IVA)	Yes	
B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
C) Board Disclosures	49(IV C)	Yes	
D) Proceeds from public issues, right issues, preferential issues etc.,	49 (IV D)	Yes	
E) Remuneration of Directors	49(IV E)		Will be complied in the Annul Report
F) Management	49(IV F)		Will be complied in the Annul Report
G) Shareholders	49(IV G)	Yes	
H) CEO/CFO Certification	49(V)	Yes	
I) Report On Corporate Governance	49(VI)		Will be complied in the Annul Report
J) Compliance	49(VII)		Will be complied in the Annul Report

Place: Salem

Dated: 19/12/2012

For Thambbi Modern Spinning Mills Limited.,

*P. Rajasekaran*  
Compliance Officer