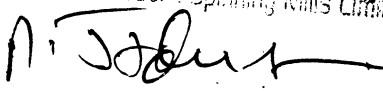


QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE
NAME OF THE COMPANY: M/S THAMBBI MODERN SPINNING MILLS LIMITED
QUARTER ENDING ON: 30.09.2014

PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS YES / NO	REMARKS
I. BOARD OF DIRECTORS	49 I		-
(A) Composition of Board	49 (1A)	YES	-
(B) Non – Executive Director's Compensation & Disclosures	49 (1B)	YES	No Remuneration, Commission is paid to Non Executive Directors, Independent Directors except sitting fees.
(C) Other Provisions as to Board and Committees	49 (1C)	YES	-
(D) Code of Conduct	49 (1D)	YES	-
II. AUDIT COMMITTEE	49 II		-
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	-
(B) Meeting of Audit Committee	49 (IIB)	YES	-
(C) Powers of Audit Committee	49 (IIC)	YES	-
(D) Role of Audit Committee	49 (IID)	YES	-
(E) Review of information by Audit Committee	49 (IIE)	YES	-
III. SUBSIDIARY COMPANIES	49 III	NA	-
IV. DISCLOSURES	49 IV		
(A) Basis of Related Party Transaction	49 (IV A)	NA	-
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	-
(C) Board of Disclosure – Risk Management	49 (IV C)	YES	-
(D) Proceeds from public issues, right issues, preferential issues, etc.	49 (IV D)	NA	-
(E) Remuneration of Directors	49 (IV E)	YES	Sri.R.Jagadeesan, Chairman cum Managing Director is getting Rs.1,25,000/- P.M.
(F) Management	49 (IV F)	YES	-
(G) Share holders	49 (IV G)	YES	-
V. CEO / CFO CERTIFICATION	49 (V)	YES	Complied with Annual Report for the financial year 2013 - 2014
VI. REPORT ON CORPORATE GOVERNANCE	49 (VI)	YES	Complied with Annual Report for the financial year 2013 - 2014
VII. COMPLIANCE	49 (VII)	YES	Complied with Annual Report for the financial year 2013 - 2014

For Thambbi Modern Spinning Mills Limited,

 Managing Director