

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Under Clause 49 of the Listing Agreement

Name of the Company : THE SRI GANAPATHY MILLS CO LTD

Quarter ending on : 31<sup>st</sup> December 2012

	Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
I	Board of Directors	49 I		
(A)	Composition of Board	49(IA)	Yes	
(B)	Non-executive directors' compensation & disclosure	49(IB)	Yes	
©	Other provisions as to Board and Committees	49(IC)	Yes	
(D)	Code of Conduct	49(ID)	Yes	
II	Audit Committee	49 II		
(A)	Qualified & Independent Audit Committee	49(IIA)	Yes	
(B)	Meeting of Audit Committee	49(IIB)	Yes	
©	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 transactions	49 (IVA)	Yes	Disclosed in the Annual Report 2011-12 and will be disclosed in the Annual report 2012-13
(B)	Disclosure of Accounting treatment	49 (IVB)	Yes	Disclosed in the Annual Report 2011-12 and will be disclosed in the Annual report 2012-13
©	Board Disclosures-Risk management	49 (IVC)	Yes	-----
(D)	Proceeds from Public Issues, rights issues, preferential issues etc	49 (IVD)	NA	-----
(E)	Remuneration of Directors	49 (IVE)	Yes	Disclosed in the Annual Report 2011-12 and will be disclosed in the Annual report 2012-13
(F)	Management	49 (IVF)	Yes	Disclosed in the Annual Report 2011-12 and will be disclosed in the Annual report 2012-13
(G)	Shareholders	49 (IVG)	Yes	Disclosed in the Annual Report 2011-12 and will be disclosed in the Annual report 2012-13.
V	CEO/CFO Certification	49 V	Yes	Will be complied in the annual report 2013-14
VI	Report on Corporate Governance	49 VI	Yes	Disclosed in the Annual Report 2011-12 and will be disclosed in the Annual report 2012-13.
VII	Compliance	49 VII	Yes	.



*P. S. Srinivasan*