

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 : 30th June 2013

| | 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 | Disclosed in the Annual Report 2011-12 and will be disclosed in the Annual report 2012-13 |
| 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 | . |



S. S. Srinivasan