

Damodar Threads Limited

Regd. Office: A1/202, Centre Point, 243-A, N. M. Joshi Marg,

Lower Parel (E), Mumbai – 400 013

Email: damodardadra@gmail.com

COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED 31st DECEMBER, 2011

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
1	2	3	4
I. Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	The Board comprised six directors, in which three directors are independent.
(B) Non-executive Directors, compensation & disclosures	49(IB)	Yes	Except sitting fee, no fees have been paid to independent directors.
(C) 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	Audit Committee comprised three members. All are independent directors.
(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 Company	49(III)	N.A.	
IV. Disclosures	49(IV)		
(A) Basis of Related party transaction	49(IVA)	Yes	Disclosure has been given in Annual Report 2010-11
(B) Disclosure of Accounting Treatment	49(IVB)	Yes	
(C) Board Disclosures	49(IVC)	Yes	
(D) Proceeds from public issues, Rights Issues, preferential issues etc.	49(IVD)	Yes	
(E) Remuneration of Directors	49(IVE)	Yes	Disclosures have been made in the section on the corporate governance report in the Annual Report 2010-11
(F) Management	49(IVF)	Yes	
(G) Shareholders	49(IVG)	Yes	
V. CEO/CFO Certification	49(V)	Yes	
VI. Report on Corporate Governance	49(VI)	Yes	
VII. Compliance	49(VII)	Yes	

For Damodar Threads Limited

SD/-

Place: Mumbai
Date: 11th January, 2012

Pramod Kumar Jain
Company Secretary