

# 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 31<sup>ST</sup> DECEMBER, 2012

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
1	2	3	4
<b>I. Board of Directors</b>	<b>49 I</b>		
(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	
<b>II. Audit Committee</b>	<b>49 II</b>		
(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	
<b>III. Subsidiary Company</b>	<b>49(III)</b>	N.A.	
<b>IV. Disclosures</b>	<b>49(IV)</b>		
(A) Basis of Related party transaction	49(IVA)	Yes	Disclosure has been given in Annual Report 2011-12
(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 2011-12
(F) Management	49(IVF)	Yes	
(G) Shareholders	49(IVG)	Yes	
<b>V. CEO/CFO Certification</b>	<b>49(V)</b>	Yes	
<b>VI. Report on Corporate Governance</b>	<b>49(VI)</b>	Yes	
<b>VII. Compliance</b>	<b>49(VII)</b>	Yes	

For Damodar Threads Limited

Place: Mumbai  
Date: 8<sup>th</sup> January, 2013

SD/-  
**Subodh Kumar Soni**  
Company Secretary