



Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: Santaram Spinners Limited
Quarter ending on: September, 2014

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|-------------------------------|
| I Board of Directors | 49 I | | |
| (A) Composition of Board | 49(IA) | YES | ---NIL--- |
| (B) Non-executive Directors' Compensation & Disclosures | 49 (IB) | YES | ---NIL--- |
| (C) Other Provisions as to Board and Committees | 49 (IC) | YES | ---NIL--- |
| (D) Code of Conduct | (49 (ID) | YES | ---NIL--- |
| II. Audit Committee | 49 (II) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | YES | ---NIL--- |
| (B) Meeting of Audit Committee | | YES | ---NIL--- |
| (C) Powers of Audit Committee 49 (IIC) | 49 (IIB) | YES | ---NIL--- |
| (D) Role of Audit Committee | 49 II(D) | YES | ---NIL--- |
| (E) Review of Information by Audit Committee | 49 (IIE) | YES | ---NIL--- |
| III. Subsidiary Companies | 49 (III) | YES | ---NA--- |
| IV. Disclosures | 49 (IV) | | |
| (A) Basis of Related Party Transactions | 49 (IV A) | YES | Complied with at the AGM |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | YES | Complied with at the AGM |
| (C) Board Disclosures | 49 (IV C) | YES | Complied with at the AGM |
| (D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (IV D) | YES | Complied with at the AGM |
| (E) Remuneration of Directors | 49 (IV E) | YES | Complied with at the AGM |
| (F) Management | 49 (IV F) | YES | Complied with at the AGM |
| (G) Shareholders | 49 (IV G) | YES | Complied with at the AGM |
| V. CEO/CFO Certification | 49 (V) | YES | Complied with at the AGM |
| VI. Report on Corporate Governance | 49 (VI) | YES | Complied in the annual report |
| VII. Compliance | 49 (VII) | YES | Complied with at the AGM |

Date: 11th October, 2014

For Santaram Spinners Limited

Place: Ahmedabad

Kalyan Jayantilal Shah
Managing Director
DIN- 00307302

Subject to Ahmedabad Jurisdiction only