## Quarterly Compliance Report on Corporate Governance:

Name of the Company

Soma Textiles & Industries Ltd.

Quarter ending on

30th September, 2012

| Particulars  | Clause of<br>Listing<br>Agreement | Compliance<br>Status<br>(YES/No) | Remarks    |
|--|-----------------------------------|----------------------------------|------------|
| 1  | 2                                 | 3                                | 4          |
| I. Board of Directors  | 491                               | YES                              |            |
| (A) Composition of Board   | 49(IA)                            | YES                              |            |
| (B) Non-executive Directors' compensation & disclosures                  | 49(IB)                            | YES                              |            |
| (C) Other provisions as to Board and Committees                          | 49(IC)                            | YES                              |            |
| (D) Code of Conduct  | 49(ID)                            | YES                              |            |
| II. Audit Committee  | 49 (II)                           | YES                              |            |
| (A) Qualified & Independent Audit Committee .                            | 49(IIA)                           | YES                              |            |
| (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 Companies   | 49(III)                           | N.A.                             |            |
| IV. Disclosures  | 49(IV)                            | YES                              |            |
| (A) Basis of related party transactions                                  | 49(IV A)                          | YES                              |            |
| (B) Disclosure of Accounting Treatment                                   | 49(IV B)                          | YES                              |            |
| (C) Board Disclosures- Risk management                                   | 49(IV C)                          | YES                              |            |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49(IV D)                          | YES                              |            |
| (E) Remuneration of Directors  | 49(IV E)                          | YES                              |            |
| (F) Management   | 49 (IV F)                         | YES                              |            |
| (G) Shareholders   | 49 (IV G)                         | YES                              |            |
| V. CEO/CFO Certification   | 49 (V)                            | YES                              | Higher - S |
| VI. Report on Corporate Governance                                       | 49(VI)                            | YES                              |            |
| VII Compliance   | 49 (VII)                          | YES                              |            |

For Soma Textiles & Industries Limited

(R.S. Sharma) Company Secretary & Compliance Officer