



# Priyadarshini

**Priyadarshini Spinning Mills Ltd.**  
Corporate Office : Satyanarayana Enclave,  
Icon Block, 2<sup>nd</sup> Floor, Madinaguda,  
Hyderabad - 500 049, AP, India  
Tel : +91-40-4015 3333, Fax : +91-40-2304 0374  
psmrho@psmspinning.com

Date: 13.01.2015

To  
The General Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400001

Dear Sir,

Sub: Corporate Governance under Clause 49 of Listing Agreement

Pursuant to Clause 49 of the listing agreement, we enclose herewith the compliance report on Corporate Governance of our Company for the quarter ended 31<sup>st</sup> December, 2014.

This is for your information and Record

Thanking You

Yours faithfully

For Priyadarsini Limited

Cherukuri Kowsalendra Rao

Compliance Officer and Executive Vice Chairman



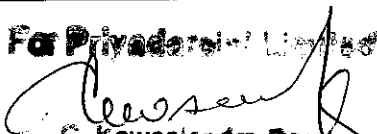
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## Quarterly Compliance Report on Corporate Governance

Name of the Company: **Priyadarsini Limited**  
Quarter ending on: **31.12.2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I		
(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	
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee		Yes	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	N.A	There are no Subsidiary Companies
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	N.A	
(E) Remuneration of Directors	49 (IV E)	Yes	To be disclosed in the Annual Report
(F) Management	49 (IV F)	Yes	To be disclosed in the Annual Report
(G) Shareholders	49 (IV G)	Yes	To be disclosed in the Annual Report
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	To be disclosed in the Annual Report
<b>VII. Compliance</b>	49 (VII)	Yes	To be enclosed to the Annual Report

For Priyadarshini Limited  
  
C. Kowsalendra Rao  
Executive Vice Chairman