



Priyadarshini

Priyadarshini Spinning Mills Ltd.
Corporate Office : Satyanarayana Enclave,
Icon Block, 2nd Floor, Madinaguda,
Hyderabad - 500 049, AP, India
Tel : +91-40-4015 3333, Fax : +91-40-2304 0374
psmhrho@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 31st 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



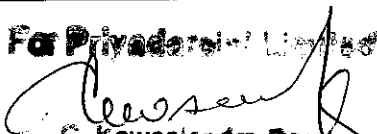
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Quarterly Compliance Report on Corporate Governance

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

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	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	
II. Audit Committee	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	
III. Subsidiary Companies	49 (III)	N.A	There are no Subsidiary Companies
IV. Disclosures	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
V. CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	To be disclosed in the Annual Report
VII. Compliance	49 (VII)	Yes	To be enclosed to the Annual Report

For Priyadarshini Limited

C. Kowsalendra Rao
Executive Vice Chairman