



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
finho@psmspinning.com

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

Date: 14.04.2014

Dear Sir,

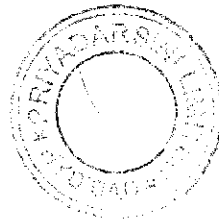
Sub: Submission of Corporate Governance Report - Reg

Pursuant to Clause 49 of the Listing Agreement, we herewith, are submitting
Corporate Governance report for the quarter ended 31.03.2014

This is for your information and record

For Priyadarshini Limited

Ramesh Bandari
Compliance officer





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Quarterly Compliance Report on Corporate Governance

Name of the Company: Priyadarsini Limited

Quarter ending on: 31.03.2014

| 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 |

