



Priyadarshini

**PRIYADARSINI LIMITED**

Satyanarayana Enclave,  
Icon Block, 305, 3rd Floor,  
Madinaguda, Hyderabad-500049.  
Ph. No: 040-40153333

Date: 15.10.2013

To  
The General Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
PhirozeJeejeebhoy 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 30<sup>th</sup> September, 2013.

This is for your information and Record.

Thanking You

Yours faithfully

For Priyadarsini Limited

Authorized Signatory



Priyadarshini

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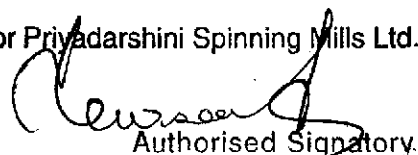
**Quarterly Compliance Report on Corporate Governance**

Name of the Company: Priyadarshini Limited

Quarter ending on: 30.09.2013.

| 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 Spinning Mills Ltd.

  
Authorised Signatory.