



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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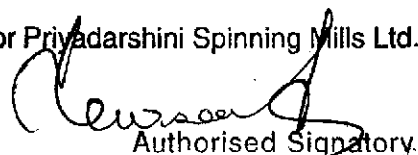
**Quarterly Compliance Report on Corporate Governance**

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.