QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: PASUPATI SPG. & WVG MILLS LTD.

Quarter ended on: 31-03-2015

raidemais	Listing	Compliance	Remarks	
	Agreement	Yes/No		
I Board of Directors	1 64	Yes		
€.	49(IA)	Yes	The Board has Eight (8) Directors, out of which three, Directors are	Directors are Executive and Non-Independent, four
Camposition			ors are Non-Executive and Independent and one Dire	cutive and Non Independent.
of Board		*	No. Name of Director	Category
			1 Mr. Ramesh Kumar Jain CMD. Executive and Non Independent	pendent
£		•	2 Mr. Vidit Jain Whole Time Director. Executive and	e and
	0		3 Mr. R.K.Bhardwaj Whole Time Director. Executive and	e and
-				
			4 Mrs. Vrinda Jain Non Executive and Non Independent (w.e.f.1-7-2014)	ndent
			5 Mr. Ghanshyam Das Gupta Non Executive and Independent.	4
	d			
		30 80	7 Mr. Praveen Palwial Non Executive and Independent	1
			8 Mr. Ashwani Kumar Rahtore Non Executive and Independent	1
123				
			1	
			No. of Non-Executive Directors - Five	
			The Non-executive Independent Director of the company satisfies the definition of the independent director under Clause 49 of the Listing Agreement.	nition of the independent director under
(B) Non-	49 (IB)	Yes	1. Apart from receiving sitting fees, Independent Directors do not have any material neumiary relationship	ive any material necimiary relationship
executive	ė.			to the state of th
Directors			2. No Commission has been paid during the quarter ended 31-03-2015	5
& Disclosures			 ive stock Options has been granted to any of the directors during quarter ended 31-03-2015 	quarter ended 31-03-2015
(C) Other	49 (IC)	Yes		
Provisions as		2		
Committees				
D) Code of Conduct	(49 (ID)	Yes		
II. Audit Committee	49 (II)	Yes		
(A)Oualified &	49 (IIA)	Yes	Total Strength of the committee is 4. All members of committee are independent including chairman Commany	andant including chairman

dit mmittee Meeting of 49 (IIB) Yes Duri dit mmittee Prowers of 49 (IIC) Yes The dit mmittee Prowers of 49 (IIC) Yes The dit mmittee Mornation Audit mmittee Closures Disclosure Accounting atment Board Public Ues, Rights Ues etc. A O (IV D) N/A Secretary Proceeds A O (IV D) N/A Secretary Proceeds A O (IV D) N/A Secretary Proceeds A O (IV D) N/A Secretary Accounting Accounti	in the Annual Report for the year 2013-14 2. The following disclosures, if any, on remuneration for the year ended 31.03.2014 has been made in the Annual Report for the year 2013-14	res	49 (IV E)	(E) Remuneration of Directors
nittee nittee seting of 49 (IIB) Yes mittee wers of 49 (IIC) Yes mittee nittee nittee nittee nittee nittee nittee nittee 19 (III) Yes nittee nittee 49 (III) N/A panies 49 (IV) Yes counting ment Board 49 (IV B) Yes scounting ment Board 49 (IV D) N/A Public s, Rights s, rential		V	40 (11)	בסטוכס כוני.
nittee seting of 49 (IIB) Yes wers of 49 (IIC) Yes mittee wers of 49 (IIC) Yes nittee of 49 II(D) Yes nittee nittee 49 (III) Yes nittee 49 (III) N/A idiary panies 49 (IV) Yes osures Basis of 49 (IV B) Yes sed Party actions isclosure 49 (IV B) Yes scounting ment Board 49 (IV C) Yes sures Proceeds 49 (IV D) N/A Public s, Rights S,		2		Preferential
nittee seting of 49 (IIB) Yes mittee wers of 49 (IIC) Yes mittee of 49 (IIC) Yes mittee nittee New of 49 (IIE) Yes mation Audit nittee 49 (III) N/A idiary panies 49 (IV) Yes Basis of 49 (IV A) Yes ed Party actions isclosure 49 (IV B) Yes scounting ment Board 49 (IV C) Yes Proceeds Proceeds 49 (IV D) N/A Public S, Rights A (IIB) Yes N/A N/A N/A N/A		× 3		Issues,
nittee nittee seting of 49 (IIB) Yes wers of 49 (IIC) Yes mittee le of 49 II(D) Yes nittee le of 49 II(D) Yes le of 49 II(D) Yes le of 49 III) Yes nittee suiew of 49 (IIE) Yes mation Audit nittee 49 (IV) Yes Basis of 49 (IV A) Yes ed Party actions isclosure 49 (IV B) Yes counting ment Board 49 (IV C) Yes sures Proceeds 49 (IV D) N/A				
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endent iittee iittee wers of 49 (IIB) Yes iittee le of 49 (IIC) Yes le of 49 II(D) Yes le of 49 III) Yes iittee view of 49 (IIE) Yes action Audit Audit iittee 49 (IV A) Yes basis of 49 (IV A) Yes counting Sclosure 49 (IV B) Yes sures sures 49 (IV C) Yes		N/A	49 (IV D)	(D) Proceeds
endent ilittee ilittee inittee wers of 49 (IIB) Yes wers of 49 (IIC) Yes ilittee ile of 49 II(D) Yes ilittee ilittee 49 (IIF) Yes nation Audit nittee 49 (III) N/A idiary banies 49 (IV) Yes basis of 49 (IV A) Yes counting nent 49 (IV B) Yes	Complied	Yes	49 (IV C)	(C) Board Disclosures
endent iittee iittee iittee iittee wers of 49 (IIC) Yes iittee le of 49 II(D) Yes iittee iittee iittee 49 (IIE) Yes or adit nation Audit iittee 49 (III) N/A banies bsures 3asis of 49 (IV A) Yes 3asis of 49 (IV A) Yes 3actions sclosure 49 (IV B) Yes				atme
endent iittee iittee wers of 49 (IIB) Yes iittee le of 49 II(D) Yes iittee le of 49 II(D) Yes le of 49 II(D) Yes le of 49 IIID) Yes le of 49 III) Yes osures sclosure 49 (IV B) Yes le of 49 (IV B) Yes				of Accounting
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endent ilittee etiing of 49 (IIB) Yes ilittee wers of 49 (IIC) Yes ilittee ilittee ilittee view of 49 (IIE) Yes view of 49 (IIE) Yes view of 49 (III) N/A ilittee 49 (IV) Yes ad Party 49 (IV) Yes 3asis of 49 (IVA) Yes				Transactions
endent iittee eting of 49 (IIB) Yes iittee wers of 49 (IIC) Yes iittee iittee le of 49 II(D) Yes iittee le of 49 (IIE) Yes addit Audit iittee 49 (III) N/A idiary panies 49 (IV) Yes	וז טו וכומוכת אמרוא וומווזמירוואווז מוטווצ-אוווו ווז טמזוז מוכ	Ē	(A AT) 64	Related Party
endent iittee eting of 49 (IIB) Yes iittee wers of 49 (IIC) Yes iittee iittee le of 49 II(D) Yes iittee iittee 49 (III) Yes anies 49 (III) N/A diary banies 49 (IV) Yes		Voc	40 /TV 1	(A) Racic of
endent ilittee seting of 49 (IIB) Yes ilittee wers of 49 (IIC) Yes ilttee le of 49 II(D) Yes ilttee ilttee view of 49 (IIE) Yes nation Audit ilttee 49 (III) N/A idiary hanies		Yes	49 (1V)	Disclosures
endent littee letting of 49 (IIB) Yes littee wers of 49 (IIC) Yes littee littee littee littee view of 49 (IIE) Yes nation Audit littee 49 (III) N/A		*	40 (7)	Companico
endent littee leting of 49 (IIB) Yes littee wers of 49 (IIC) Yes leting of 49 II(D) Yes littee leting of 49 II(D) Yes littee 49 (III) N/A				Companies
endent ilittee eting of 49 (IIB) Yes ilittee wers of 49 (IIC) Yes ilittee ilittee view of 49 (IIE) Yes nation Audit hittee		N/A	(111)	Caboldiana.
endent littee leting of 49 (IIB) Yes littee wers of 49 (IIC) Yes leting of 49 (IIC) Yes leting of 49 (IIC) Yes leting of 49 (IIE) Yes leting of 49 (IIE) Yes		VI/ A	40 /TT)	TTT
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endent iittee eting of 49 (IIB) Yes iittee wers of 49 (IIC) Yes iittee iittee le of 49 II(D) Yes iittee	Addit Collisiance Leview all die molliadori as per die galdennes.	g	73 (111)	Information
endent iittee eting of 49 (IIB) Yes iittee wers of 49 (IIC) Yes iittee le of 49 II(D) Yes iittee	Audit Committee review all the information as per the guidelines	Vac	49 (TIE)	
endent iittee eting of 49 (IIB) Yes iittee wers of 49 (IIC) Yes iittee	(i) the recommendation for appointment, remuneration and terms of appointment of auditors of the company; (ii) review and monitor the auditor's independence and performance, and effectiveness of audit process; (iii) examination of the financial statement and the auditors' report thereon; (iv) approval or any subsequent modification of transactions of the company with related parties; (v) scrutiny of inter-corporate loans and investments; (vi) valuation of undertakings or assets of the company, wherever it is necessary; (vii) evaluation of internal financial controls and risk management systems; (viii) monitoring the end use of funds raised through public offers and related matters.(ix) any other matter specified by Board in writing.	és	49 Ц(D)	nittee
endent littee leting of 49 (IIB) Yes littee wers of 49 (IIC) Yes littee	niante in remaini to the twins of referred to to 0 the board to obtain processional advice non-executal sources.		20 17/21	
endent iittee eting of 49 (IIB) Yes wers of 49 (IIC) Yes	observations of the auditors and review of financial statement before their submission to the Board To discuss any related issues with the internal and statutory auditors and the management of the company. To investigate into any matter in relation to the items or referred to it by the Roard To obtain professional advice from external sources.	u E		Committee
endent iittee eting of 49 (IIB) Yes	The Audit Committee includes the following powers:	Yes	49 (IIC)	wers
Secretary is the Secretary of the Committee. All members accounting and related financial management expertise.	meeting, the Audit Committee reviewed general working of the Company as a whole and reviewed the Provisional Working Results of the Company for the quarter ended 31.12.2014.	Yes	49 (JJB)	nittee
	Secretary is the Secretary of the Committee. All members of Audit Committee are financially literate and have accounting and related financial management expertise.			Independent Audit

a part of the Annual Report for the year 2013-14.			
Listing Agreement from the Auditors of the Company has been annexed with the Directors' Report and the same is			Compliance
The certificate regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the	Yes	49 (VII)	VII.
			Governance
			Corporate
detailed compliance report of the various requirements forming part of the Listing Agreement			on
The Annual Report includes a separate section on Corporate Governance implemented in the company, giving a	Yes	49 (VI)	VI. Report
Agreement at the time of finalization of accounts for the Financial Year 2013-14.			Certification
The requisite certificate was obtained from the CEO/ CFO of the Company under the clause 49 of Listing	Yes	49 (V)	V.CEO/CFO
			Shareholders
All necessary informations are uploaded in the company's Website as required.	Yes	49 (IV G)	(G)
Annual Report.			Management
Management Discussion Analysis Report is a part of Director Report which is annually published in the	Yes	49 (IV F)	F
No other payment is made to the non-executive director except sitting fees for attending the meeting of Board.			
- Stock option details (if any).		9	-
- Service contracts, notice period, severance fee (if any) &			
- Details of fixed components & performance linked incentives;			
- All elements of remuneration package of all the directors;			

Date 03-04-2015

For PASUPATI SPG WVG MILLS LTD.,

REKHA SHARMA COMPANY SECRETARY