

SHREE BHAWANI PAPER MILLS LIMITED



AN ISO 9001 : 2008, ISO 14001 : 2004, OHSAS 18001 : 2007 CERTIFIED COMPANY

REGD. OFF. : 33, DAYANAND MARG, ALLAHABAD - 211 002, INDIA

Phones : 91-532-2548401, 2548404, 2548406 Fax : 91-532-2548425, e-mail : sbpmills1@sancharnet.in

By Courier

RO/ 55

11th April, 2014

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Tower
Dalal Street
MUMBAI-400001

Re: Compliance Report under Clause 49 for the Quarter ended 31.03.2014

Sir,

Pursuant to Clause 49 of the Listing Agreement with Stock Exchange, we are enclosing herewith the Compliance Report on Corporate Governance for the Quarter ended 31.03.2014.

We hope you will find the above in order.

Thanking you,

Yours faithfully,
For SHREE BHAWANI PAPER MILLS LIMITED


BABITA JAIN
COMPANY SECRETARY

Encl: as above

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: **SHREE BHAWANI PAPER MILLS LIMITED**
 Quarter ending on: **31st MARCH, 2014**

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|--|
| I Board of Directors | 49 I | yes | |
| (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) | yes | |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | yes | |
| (B) Meeting of Audit Committee | 49 (IIB) | yes | |
| (C) Powers of Audit Committee | 49 (IIC) | 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) | NA | No Subsidiary Company |
| IV. Disclosures | 49 (IV) | | will be complied with at the AGM |
| (A) Basis of Related Party Transactions | 49 (IV A) | yes | will be complied with at the AGM |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | yes | will be complied with at the AGM |
| (C) Board Disclosures | 49 (IV C) | yes | will be complied with at the AGM |
| (D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (IV D) | NA | NA |
| (E) Remuneration of Directors | 49 (IV E) | yes | will be complied with at the AGM |
| (F) Management | 49 (IV F) | yes | will be complied with at the AGM |
| (G) Shareholders | 49 (IV G) | yes | will be complied with at the AGM |
| V. CEO/CFO Certification | 49 (V) | | will be complied in the next Annual Report |
| VI. Report on Corporate Governance | 49 (VI) | yes | will be complied in the next Annual Report |
| VII. Compliance Certificate | 49 (VII) | yes | will be complied in the next Annual Report |

