

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**Name of the Company: Pacific Industries Limited**

**Quarter ending on: June 30, 2013**

<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	N.A.	
(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)	Yes	
(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.	
<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	
(F) Management	49 (IV F)	Yes	Eligible provisions will be complied with in the next Annual Report
(G) Shareholders	49 (IV G)	<b>Yes</b>	-- Do -
<b>V. CEO/CFO Certification</b>	49 (V)	<b>N.A.</b>	Will be complied in the Next Annual Report
<b>VI. Report on Corporate Governance</b>	49 (VI)	<b>N.A.</b>	-- Do -
<b>VII. Compliance</b>	49 (VII)	<b>N.A.</b>	-- Do -

**For Pacific Industries Limited**

  
**[KAPIL AGARWAL]**  
**COMPLIANCE OFFICER**

**Place: Bangalore**  
**Date: July 12, 2013**