

**Quarterly Compliance Report on Corporate Governance**

Name of the Company: **SIMPLEX MILLS COMPANY LIMITED**  
Quarter ended on: **31<sup>ST</sup> DECEMBER, 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	Will be complied in the Annual Report for the year 2013-2014
<b>II. Audit Committee</b>	49 (II)		
(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 (IID)	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 (IVA)	Yes	Will be complied in the Annual Report for the year 2013-2014
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	Will be complied in the Annual Report for the year 2013-2014
(C) Board Disclosures	49 (IVC)	Yes	Will be complied in the Annual Report for the year 2013-2014
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	N. A.	-----
(E) Remuneration of Directors	49 (IVE)	Yes	Will be complied in the Annual Report for the year 2013-2014
(F) Management	49 (IVF)	Yes	Will be complied in the Annual Report for the year 2013-2014
(G) Shareholders	49 (IVG)	Yes	Will be complied in the Annual Report for the year 2013-2014
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Will be complied in the Annual Report for the year 2013-2014
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Will be complied in the Annual Report for the year 2013-2014
<b>VII. Compliance</b>	49 (VII)	Yes	Will be complied in the Annual Report for the year 2013-2014

For **Simplex Mills Company Limited**

*Shekhar*  
**Shekhar R Singh**  
Director