

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER CLAUSE
49 OF THE LISTING AGREEMENT**

Name of the Company: Paramount Printpackaging Limited

Quarter Ending on: 31.12.2013

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------|--------------------------|--|
| I. Board of Directors | 49(1) | | |
| (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) | | |
| (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) | Not Applicable | The company does not have any material unlisted subsidiary company |
| IV. Disclosures | 49 (IV) | | |
| (A) Basis of related party transaction | 49 (IV A) | Yes | |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | Yes | AS are followed |
| (C) Board Disclosures | 49 (IV C) | Yes | |



| | | | |
|--|-----------|------|---|
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49 (IV D) | N.A. | There was no public issue, right issue, preferential issue etc. during the Quarter ended 31.12.2013 |
| (E) Remuneration of Directors | 49 (IV E) | Yes | Will be complied in the Annual Report for the Financial Year 2013-14 |
| (F) Management | 49 (IV F) | Yes | Will be complied in the Annual Report for the Financial Year 2013-14 |
| (G) Shareholders | 49 (IV G) | Yes | Will be complied in the Annual Report for the Financial Year 2013-14 |
| V. CEO/CFO Certification | 49 (V) | Yes | Will be placed before the Board at the time of Finalization of Annual Statement of Accounts. |
| VI. Report on Corporate Governance | 49 (VI) | Yes | Will be complied in the Annual Report for the Financial Year 2013-14 |
| VII. Compliance | 49 (VII) | Yes | Will be complied in the Annual Report for the Financial Year 2013-14 |

For Paramount Printpackaging Limited

Sukhadia

(Vipul Sukhadia)
Chief Executive Officer

