

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : PACIFIC COTSPIN LIMITED

Quarter ending on : 31st March,2011

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	<b>49 ( I )</b>		
(A) Composition of Board	49(1A)	Yes	
(B) Non executive Directors; Compensation & disclosure	49(1B)	Yes	Sitting fees to the Non-Executive Directors is in accordance with the requirement of the Companies Act, 1956.
(C) Other provisions as to Board and Committees	49(1C)	Yes	Continuing compliance
(D) Code of Conduct	49(1D)		
(i)(a) Laying Down	49(1D) - (ia)	Yes	Code of conduct laid down and passed by Resolution by circulation on 23.12.05
(i)(b) Posting on the website	49(1D) - (ib)	Yes	Posted the code of conduct on Website.
(ii) Declaration by the chief of the Company regarding affirmation by the board members and senior management personnel for the compliance with the code on an annual basis	49(1D) - (ii)	Yes	Affirmation made and declaration to this effect included in the last Annual Report
<b>II. Audit Committee</b>	<b>49 (II)</b>		
(A) Qualified & Independent Audit Committee	(49 IIA)	Yes	Continuing compliance
(B) Meeting of Audit Committee	(49 IIB)	Yes	Continuing compliance
(C) Powers of Audit Committee	(49 IIC)	Yes	Continuing compliance
(D) Role of Audit Committee	(49 IID)	Yes	Continuing compliance
(E) Review of information by Audit Committee	(49 IIE)	Yes	Continuing compliance
<b>III. Subsidiary Companies</b>	<b>49 (III)</b>	N.A.	
<b>IV. Disclosure</b>	<b>49 (IV)</b>		
(A) Basis of related party transaction	(49 IVA)	Yes	Continuing compliance
(B) Disclosures of Accounting Treatment	(49 IVB)	Yes	Continuing compliance
(C) Board Disclosures - Risk Management	(49 IVC)	Yes	Continuing compliance
(D) Proceeds from public issues, rights issues, preferential issues etc.	(49 IVD)	Yes	Continuing compliance
(E) Remuneration of Directors	(49 IVE)	Yes	Disclosed in the last Annual Report
(F) Management	(49 IVF)	Yes	Included in the last Annual Report
(G) Shareholders	(49 IVG)		
	(49 IVG)(i)	Yes	Included in the notice of last AGM of the Company
	(49 IVG)(ii)	Yes	Complied
	(49 IVG)(iii)	Yes	
	(49 IVG)(iv)	Yes	
<b>V. CEO/DFO Certification</b>	<b>49 (V)</b>	Yes	Done at the Board Meeting on 02.03.2011 approving the last Annual Account for the period ended 30.09.2010.
<b>VI. Report on Corporate Governance</b>	<b>49 (VI)</b>	Yes	Complied in the last Annual Report.
<b>VII. Compliance</b>	<b>49 (VII)</b>	Yes	Complied in the last Annual Report.