

			<ul style="list-style-type: none"> - Sh. Anand Aggarwal & - Ms. Rekha Sharma. <p>All members of Audit Committee are financially literate and have accounting and financial management expertise.</p>
(B) Meeting of Audit Committee	49 II (B)	Yes	<p>During the quarter ended on 30.09.2012, the meetings of Audit Committee were held on 01.08.2012 & 03.09.2012. In the 2nd meeting held on 01.08.2012, the Committee reviewed the unaudited quarterly results of the company for the quarter ended on 30.06.2012. In the meeting held on 03.09.2012, the Committee reviewed and considered the annual accounts of the Company for the year ended on 31.03.2012.</p>
(C) Powers of Audit Committee	49 II (C)	Yes	<p>The Audit Committee includes the following powers:</p> <ol style="list-style-type: none"> 1. To investigate any activity within its terms of reference, 2. To seek any information from any employee, 3. To obtain outside legal or other professional advice & 4. To secure attendance of outsiders with relevant expertise, if it considers it necessary.
(D) Role of Audit Committee	49 II (D)	YES	<p>The role of Audit Committee includes the following:</p> <ol style="list-style-type: none"> 1. Oversight of the company's financial reporting process and ensuring the reliability of financial information to ensure that the financial statement is correct and credible. 2. Recommending to the Board, the appointment, re-appointment and replacement or removal of the statutory auditors and fixation of audit fees. 3. Approval of payment of statutory auditors for any other services rendered by the statutory auditors. 4. Reviewing with the management, the annual financial statements and recommending to the board for approval, with particular reference to: <ul style="list-style-type: none"> - Matters required to be included in the Directors' Responsibility Statement included in the Board's Report in terms of clause (2AA) of Section 217 of the Companies Act, 1956. - Changes, if any, in accounting policies and practices and reasons for such changes. - Major accounting entries involving estimates based on the exercise of judgment by management. - Significant adjustments made in the financial statements arising from audit findings. - Compliance with listing and other legal requirements relating to financial statements. - Disclosure of any related party transactions. - Qualifications in the draft audit report. 5. Reviewing, with the management, the quarterly financial statements and recommending to the Board for approval. 6. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control system. 7. Reviewing the adequacy of internal audit function, if any, including the internal audit department, staffing and seniority of the internal auditors, reporting structure coverage and frequency of internal audits. 8. Disclosing with internal auditors any significant findings and following up to ensure that corrective actions are taken. 9. Reviewing the findings of any internal investigations by the internal auditors in matters where there is suspected fraud or irregularity or a failure of internal control system of a material nature and reporting the matter to the board. 10. To look into the reasons for substantial defaults in the payment of dividends to debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
(E) Review of information by Audit Committee	II (E)	Yes	<p>During the last quarter ended on 30.06.2012, the Meeting of Audit Committee was held on 10.05.2012. In this meeting of Audit Committee, the Committee reviewed the unaudited quarterly results of the Company for the quarter ended on 31.03.2012.</p>

III. Subsidiary Companies	49 III	NA	The company has no subsidiary company.
IV. Disclosures	49 IV		
(A) Basis of related party transactions	49 IV (A)	YES	The details of related party transactions, if any, along-with its basis before the Audit Commit as and when required.
(B) Disclosure of Accounting Treatment.	49 IV (B)	YES	Complied.
(C) Board disclosures	49 IV (C)	YES	The company has laid down the procedures to inform the Board Member assessment and minimization procedures. These procedures have been reviewed periodically to ensure that executive management controls risk through a properly defined framework.
(D) Proceeds from public issues, right issues, preferential issues etc.	49 IV (D)	NA	NA
(E) Remuneration of Directors	IV (E)	NA	
(F) Management	49 IV (F)	YES	The requisite information such as opportunities, threats, outlooks, risks, etc. are being commented upon in the Director's Report of the Company and also briefed on the issues in the Board Meeting.
(G) Shareholders	49 IV (G)	YES	The shareholders shall be / are being duly provided with the details of the proposals proposed to be appointed/ re-appointed, if any. The meetings of Shareholders' Grievance Committee were held on the dates given above. In addition, a report for that period regarding redressal of grievance, if any, submitted upto and ended on 30.09.2012, was tabled and discussed.
V. CEO/CFO Certification	49 V	YES	Certification from Director of the company has been made available in the Annual Report for the year 2011-12 relating to the compliance given under the terms of the Listing Agreement.
VI. Report on Corporate Governance	49 VI	YES	The Annual Report includes a separate section on Corporate Governance of the company, giving a detailed compliance report of the various requirements of the part of the Listing Agreement.
VII. Compliance	49 VII	YES	The certificate regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing Agreement from the Auditors of the Company is available with the Directors' Report and the same is a part of the Annual Report for the year 2011-12.

PASUPATI FINCAP LIMITED

FOR

PLACE : NEW DELHI

VIDIT JAIN

DATED : October 12, 2012

DIRECTOR