

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: Ritesh International Limited

Quarter ending on : 31.03.2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49(11)		
(A) Composition of Board	49 (IIA)	Yes	The Company's Board consists of Five Directors, two of which are executive and three are non-executive directors out of which one is women director. The chairman is Executive Director and half of the Board comprises of independent directors
(B) Independent Directors	49(IIB)	Yes	Complied With
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	Complied With
(C) Other provisions as to Board and Committees	49 (IID)	Yes	Complied With
(D) Code of Conduct	49 (IIE)	Yes	Complied With
(E) Whistle Blower Policy	49(IIF)	Yes	Complied With
II. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	The Committee Consists of 3 Directors out of which 2 directors are Independent.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Complied With
(C) Powers of Audit Committee	49 (IIIC)	Yes	Complied With
(D) Role of Audit Committee	49 (IIID)	Yes	Complied With
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	Complied With
IV. Nomination and Remuneration Committee	49 (IV)	Yes	The Committee consists of 3 Non Exe. Directors and all

F Ritesh International Ltd

Chairman cum Mg. Director

V. Subsidiary Companies	49(V)	N A	members is Independent. No subsidiary Company
VI. Risk Management	49(VI)	Yes	Complied With
VII. Related Party Transactions	49(VII)	Yes	Complied With
VIII. Disclosures	49 (VIII)	Yes	Complied With
(A) Related party transactions	49 (VIII A)	Yes	Complied With
(B) Disclosure Of Accounting Treatment	49(VIII B)	Yes	Complied With
(C) Remuneration of Directors	49 (VIII C)	Yes	Complied With
(D) Management	49 (VIII D)	Yes	Complied With
(E) Shareholders	49 (VIII E)	Yes	Complied With
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII I)	NA	Complied With
V.CEO/CFO Certification	49 (IX)	Yes	Complied With
VI. Report on Corporate Governance	49 (X)	Yes	Complied With
VII. Compliance	49 (XI)	Yes	Complied With

For Ritesh International Limited

For Ritesh International Ltd

Chairman cum Mg. Director
(Rajiv Arora)

Chairman cum Managing Director

DIN: 00079838

**1108/1, Tagore Nagar,
Civil Line, Ludhiana, 141001, Punjab**