

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **Ritesh International Limited**

Quarter ending on : **30th September, 2012**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	19(1)		
(A) Composition of Board	19 (IA)	Yes	The Company's Board consists of four Directors, two of which are executive and two non-executive directors. The chairman is executive director and majority of directors are Independent.
(B) Non-executive Directors' compensation & disclosures	19 (IB)	Yes	Being Complied
(C) Other provisions as to Board and Committees	19 (IC)	Yes	Being Complied
(D) Code of Conduct	19 (ID)	Yes	Being Complied
II. Audit Committee	19 (II)		
(A) Qualified & Independent Audit Committee	19 (IIA)	Yes	The Committee consists of three directors as members and two-thirds of the members are independent.
(B) Meeting of Audit Committee	19 (IIB)	Yes	Being Complied
(C) Powers of Audit Committee	19 (IIC)	Yes	Being Complied
(D) Role of Audit Committee	19 II(D)	Yes	Being Complied
(E) Review of Information by Audit Committee	19 (IIE)	Yes	Being Complied
III. Subsidiary Companies	19 (III)	N A	No subsidiary Company
IV. Disclosures	19 (IV)		
(A) Basis of related	19 (IV A)	Yes	Being Complied

90

party transactions			
(B) Disclosure Of Accounting Treatment	19 (IV B)	Yes	Being Complied
(C) Board Disclosures	19 (IV C)	Yes	Being Complied
(D) Proceeds from public issues, rights issues, preferential issues etc.	19 (IV D)	NA	No such issue
(E) Remuneration of Directors	19 (IV E)	Yes	Being Complied
(F) Management	19 (IV F)	Yes	Being Complied
(G) Shareholders	19 (IV G)	Yes	Being Complied
V. CEO/CFO Certification	19 (V)	Yes	Being Complied
VI. Report on Corporate Governance	19 (VI)	Yes	Being Complied
VII. Compliance	19 (VII)	Yes	Being Complied

For Ritesh International Limited



(Rajiv Arora)
Chairman - Cum- Managing Director