

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company: **Rish International Limited**  
 Quarter ending on : **31 December, 2012**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	9 (1)		
(A) Composition of Board	9 (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	9 (IB)	Yes	Being Complied
(C) Other provisions as to Board and Committees	9 (IC)	Yes	Being Complied
(D) Code of Conduct	9 (ID)	Yes	Being Complied
<b>II. Audit Committee</b>	9 (II)		
(A) Qualified & Independent Audit Committee	9 (IIA)	Yes	The Committee consists of three directors as members and two-thirds of the members are independent.
(B) Meeting of Audit Committee	9 (IIB)	Yes	Being Complied
(C) Powers of Audit Committee	9 (IIC)	Yes	Being Complied
(D) Role of Audit Committee	9 II(D)	Yes	Being Complied
(E) Review of Information by Audit Committee	9 (IIE)	Yes	Being Complied
<b>III. Subsidiary Companies</b>	49 (III)	N A	No subsidiary Company
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related	49 (IV A)	Yes	Being Complied

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

For Fresh International Limited



(Rajiv Arora)  
Chairman - Cum- Managing Director