

**CLAUSE 49 – CORPORATE GOVERNANCE REPORT**

**FOR THE QUARTER ENDED 30<sup>th</sup> September, 2013**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>I Board of Directors</b>	49 I		---
(A) Composition of Board	49(IA)	<b>Yes</b>	---
(B) Non-executive Directors' compensation & disclosures	49 (IB)	<b>Yes</b>	---
(C) Other provisions as to Board and Committees	49 (IC)	<b>Yes</b>	---
D) Code of Conduct	49 (ID)	<b>Yes</b>	---
<b>II. Audit Committee</b>	49 (II)		---
(A) Qualified & Independent Audit Committee	49 (IIA)	<b>Yes</b>	---
(B) Meeting of Audit Committee	49 (IIB)	<b>Yes</b>	---
(C) Powers of Audit Committee 49 (IIC)	49 (IIC)	<b>Yes</b>	---
(D) Role of Audit Committee	49 II(D)	<b>Yes</b>	---
(E) Review of Information by Audit Committee	49 (IIE)	<b>Yes</b>	---
<b>III. Subsidiary Companies</b>	49 (III)	<b>N.A.</b>	---
<b>IV. Disclosures</b>	49 (IV)		---
(A) Basis of related party transactions	49 (IV A)	<b>Yes</b>	---
(B) Disclosure of Accounting Treatment	49 (IV B)	<b>Yes</b>	
(C) Board Disclosures	49 (IV C)	<b>Yes</b>	---
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	<b>Yes</b>	---
(E) Remuneration of Directors	49 (IV E)	<b>Yes</b>	Will be complied in the Annual Report for the financial year 2013-14
(F) Management	49 (IV F)	<b>Yes</b>	Will be complied in the Annual Report for the financial year 2013-14
(G) Shareholders	49 (IV G)	<b>Yes</b>	---

<b>V. CEO/CFO Certification</b>	49 (V)	<b>Yes</b>	Will be complied in the Annual Report for the financial year 2013-14
<b>VI. Report on Corporate Governance</b>	49 (VI)	<b>Yes</b>	Will be complied in the Annual Report for the financial year 2013-14
<b>VII. Compliance</b>	49 (VII)	<b>Yes</b>	Will be complied in the Annual Report for the financial year 2013-14

For **Rutron International Limited**

**Director**