

CLAUSE 49 – CORPORATE GOVERNANCE REPORT

FOR THE QUARTER ENDED 31st December, 2012

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		---
(A) Composition of Board	49(IA)	Yes	---
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	---
(C) Other provisions as to Board and Committees	49 (IC)	Yes	---
D) Code of Conduct	49 (ID)	Yes	---
II. Audit Committee	49 (II)		---
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	---
(B) Meeting of Audit Committee	49 (IIB)	Yes	---
(C) Powers of Audit Committee 49 (IIC)	49 (IIC)	As per BSE Listing norms.	---
(D) Role of Audit Committee	49 II(D)	--do--	---
(E) Review of Information by Audit Committee	49 (IIE)	--do--	---
III. Subsidiary Companies	49 (III)	N.A.	---
IV. Disclosures	49 (IV)		---
(A) Basis of related party transactions	49 (IV A)	N.A.	---
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	---
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	---
(E) Remuneration of Directors	49 (IV E)	Yes	Will be complied in the Annual Report for the financial year 2012-13
(F) Management	49 (IV F)	Yes	Will be complied in the Annual Report for the financial year 2012-13
(G) Shareholders	49 (IV G)	Yes	---

V. CEO/CFO Certification		Yes	Will be complied in the Annual Report for the financial year 2012-13
VI. Report on Corporate Governance	49 (V)	Yes	Will be complied in the Annual Report for the financial year 2012-13
VII. Compliance	49 (VII)	Yes	Will be complied in the Annual Report for the financial year 2012-13

For **Rutron International Limited**

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Director