

## Quarterly Compliance Report on Corporate Governance

Name of the Company : RUTTONSHA INTERNATIONAL RECTIFIER LTD.

Quarter ending on : 30<sup>th</sup> June, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49 (IA)	YES	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	YES	Sitting Fees is paid to Directors for attending Board Meetings, no sitting fees is paid for attending Committee meetings.
(C) Other Provisions as to Board and Committees	49 (IC)	YES	One third of the Board retires by rotation at each Annual General Meeting.
(D) Code of Conduct	49 (ID)	YES	
<b>II. Audit Committee</b>	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)	YES	
(D) Role of Audit Committee	49 II(D)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	YES	Will be complied in the Annual Report.
(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)	N.A.	
(E) Remuneration of Directors	49 (IV E)	YES	Will be complied in the Annual Report.
(F) Management	49 (IV F)	YES	
(G) Shareholders	49 (IV G)	YES	
<b>V.CEO/CFO Certification</b>	49 (V)	YES	The said Certificate has been placed before the Board.
<b>VI. Report on Corporate Governance</b>	49 (VI)	YES	Will be complied in the Annual Report.
<b>VII. Compliance</b>	49 (VII)	YES	Will be complied in the Annual Report.