

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: Ritesh Properties and Industries Ltd.

Quarter ending on: 31<sup>st</sup> December, 2011

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49(1)		
(A) Composition of Board	49 (IA)	Yes	The Company's Board consists of five Directors on the Board, out of which, two are executive and three are non-executive directors. The Company is having a Executive Chairman and more than one third of directors on the Board are independent.
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	Being Complied
(C) Other provisions as to Board and Committees	49 (IC)	Yes	Being Complied
(D) Code of Conduct	49 (ID)	Yes	Being Complied
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	The Committee consists of three directors as members and two third of the directors are independent
(B) Meeting of Audit Committee		Yes	Being Complied
(C) Powers of Audit Committee	49 (IIB)	Yes	Being Complied
(D) Role of Audit Committee	49 (IID)	Yes	Being Complied
(E) Review of Information by Audit Committee	49 (IIE)	Yes	Being Complied
<b>III. Subsidiary Companies</b>	49 (III)	Yes	Being Complied

<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	Being Complied
(B) Board Disclosures	49 (IV B)	Yes	Being Complied
(C) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV C)	Yes	Being Complied
(D) Remuneration of Directors	49 (IV D)	Yes	Being Complied
(E) Management	49 (IV E)	Yes	Being Complied
(F) Shareholders	49 (IV F)	Yes	Being Complied
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Being Complied
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Being Complied
<b>VII. Compliance</b>	49 (VII)	Yes	Being Complied

**For Ritesh Properties and Industries Limited**



**(Sanjeev Arora)  
Chairman-Cum-Managing Director**