

Revised

**Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

Name of the Company: RISHI LASER LIMITED  
 Quarter ending on: 31.12.2014

Particulars	Clause of Listing Agreement	Compliance status (Yes/No/N.A.)	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	YES	
(B) Independent Director	49 (IIB)	YES	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	YES	Permission of members will be obtained as and when required
(D) Other provisions as to Board and Committees	49 (IID)	YES	
(E) Code of Conduct	49 (IIE)	YES	
(F) Whistle Blower Policy	49 (IIF)	YES	The details regarding the same shall be disclosed on the website and in subsequent Board's Report.
<b>III. Audit Committee</b>	<b>49 (III)</b>		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	
(B) Meeting of Audit Committee	49 (IIIB)	YES	
(C) Powers of Audit Committee	49 (IIIC)	YES	
(D) Role of Audit Committee	49 (IIID)	YES	
(E) Review of Information by Audit Committee	49 (IIIE)	YES	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	YES	
<b>V. Subsidiary Companies</b>	49 (V)	YES	
<b>VI. Risk Management</b>	49 (VI)	YES	
<b>VII. Related Party Transactions</b>	49 (VII)	YES	Disclosed in the Annual Report
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	YES	Disclosed in the Annual Report
(B) Disclosure of Accounting Treatment	49 (VIII B)	YES	Disclosed in the Annual Report
(C) Remuneration of Directors	49 (VIII C)	YES	Disclosed in the Annual Report



(D) Management	49 (VIII D)	YES	Forms part of Directors Report
(E) Shareholders	49 (VIII E)	YES	Necessary Disclosures are made as and when required
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	YES	Will be disclosed to the Audit Committee as and when arise.
<b>IX. CEO/CFO Certification</b>	49 (IX)	YES	Forms part of the Annual Report
<b>X. Report on Corporate Governance</b>	49 (X)	YES	Forms part of Directors Report
<b>XI. Compliance</b>	49 (XI)	YES	Forms part of Directors Report

For Rishi Laser Ltd.

*Rishi*

Company Secretary

