

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **RSWM LIMITED**

Quarter ending on : **31st December, 2014**

Particulars		Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
II	Board of Directors	49 (II)		
	(A) Composition of Board	49 (IIA)	Yes	
	(B) Independent Directors	49 (IIB)	Yes	
	(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
	(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	
III	Audit Committee	49 (III)		
	(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
	(B) Meeting of Audit Committee	49 (IIIB)	Yes	
	(C) Powers of Audit Committee	49(IIC)	Yes	
	(D) Role of Audit Committee	49 (IIID)	Yes	
	(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV	Nomination and Remuneration Committee	49 (IV)	Yes	
V	Subsidiary Companies	49 (V)	Yes	
VI	Risk Management	49 (VI)	Yes	

VII	Related Party Transactions	49 (VII)	Yes	
VIII	Disclosures	49 (VIII)		
	(A) Related Party Transactions	49 (VIII A)	Yes	
	(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
	(C) Remuneration of Directors	49 (VIII C)	Yes	
	(D) Management	49 (VIII D)	Yes	
	(E) Shareholders	49 (VIII E)	Yes	
	(F) Disclosure of resignation of directors	49 (VIII F)	Yes	
	(G) Disclosure of formal letter of appointment	49 (VIII G)	Yes	
	(H) Disclosure in the Annual Report	49 (VIII H)	Yes	To be complied in next Annual Report.
	(I) Proceeds from public issues, rights issues, preferential issues etc	49 (VIII I)	N.A.	
IX	CEO/CFO Certification	49 (IX)	Yes	
X	Report on Corporate Governance	49 (X)	Yes	
XI	Compliance	49 (XI)	Yes	

For RSWM LIMITED



SURENDER GUPTA
COMPANY SECRETARY