

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE
UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

Name of the Company : RSC INTERNATIONAL LIMITED,
JAIPUR.

Quarter ending on : 31.12.2014

Particulars	Clause of Listing Agreement	Compliance Status Yes / No	Remarks
I. Board of Directors	49 I	Yes	
(A) Composition of Board	49 (IA)	Yes	Optimum combination of Executive and Independent Directors in the Board. There are six directors out of which, three are Executive Directors and three are Independent Directors.
(B) Non – Executive Directors' Compensation & Disclosures	49 (IB)	Yes	Independent directors are Non-Executive Directors have been paid only sitting fees.
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	Provisions complied. Maximum time gap between 2 board meetings does not exceed 4 months.
(D) Code of Conduct	49 (ID)	Yes	Adopted by Board of Directors. A declaration from the Managing Director as to compliance of code of conduct by the directors disclosed in the Annual Report for the year 2013-2014.

II. Audit Committee	49 II		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	The Audit Committee comprises of 3 members who are Independent Directors and all are financially literate and all have accounting or related financial management expertise.
(B) Meeting of Audit Committee	49 (IIB)	Yes	Audit Committee meetings were duly held.
(C) Powers of Audit Committee 49 (IIC)	49 (IIC)	Yes	Powers of Audit Committee duly defined.
(D) Role of Audit Committee	49 II (D)	Yes	Role of Audit Committee duly defined.
(E) Review of Information by Audit Committee	49 (IIE)	Yes	Required review is done regularly.
III. Subsidiary Companies	49 (III)	N.A.	There is no subsidiary of the Company.
IV. Disclosures	49 (IV)	Yes	
(A) Basis of Related Party Transactions	49 (IV A)	Yes	The Related party transactions in which Directors of the Company are interested are disclosed in the Annual Report for the year ended 31/03/2014.
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Duly complied.
(C) Board Disclosures	49 (IV C)	Yes	Wherever required disclosures have been duly made.
(D) Proceeds from Public Issues, Right Issues, Preferential Issues etc.	49 (IV D)	Yes	The Company had not received any proceeds from public issues, right

			issues, and preferential issues.
(E) Remuneration of Directors	49 (IV E)	Yes	Disclosed in Annual Report for the year ended 31/03/2014.
(F) Management	49 (IV F)	Yes	Duly complied.
(G) Shareholders	49 (IV G)	Yes	Shareholder's grievance Committee duly constituted and comprised of 3 Independent Directors.
V. CEO / CFO Certification	49 (V)	Yes	Certification disclosed in the Annual Report for the year ended 31/03/2014.
VI. Report on Corporate Governance	49 (VI)	Yes	Report disclosed in the Annual Report for the year ended 31/03/2014.
VII. Compliance	49 (VII)	Yes	Compliance certificate was obtained from the auditor of the company for the year ended 31/03/2014.

Place: Jaipur



For RSC International Limited

[Handwritten Signature]

Date: 13/01/2015

Managing Director