

## Quarterly Compliance Report on Corporate Governance

Name of the Company: **RAUNAQ INTERNATIONAL LIMITED**

Quarter ended on : **March 31, 2015**

PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS (YES/NO)	REMARKS
1	2	3	4
II. Board of Directors	49 II	YES	
(A) Composition of Board	49 (II A)	YES	Total Strength of the Board - 9 Chairman - Executive Executive Directors - 2 (including Chairman) Non - Executive Directors - 7 Woman Director-1 Independent Directors - More than ½ of total strength
(B) Independent Directors	49 (II B)	YES	<p><b>CLAUSE 49 (II B) (1)</b> As on 31<sup>st</sup> March, 2015, there are 6 (Six) Independent Directors in the Company each of whom:</p> <ol style="list-style-type: none"> <li>a. in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;</li> <li>b. (i) is or was not a promoter of the company or its holding, subsidiary or associate company; (ii) is not related to promoters or directors in the company, its holding, subsidiary or associate company;</li> <li>c. apart from receiving director's remuneration, has or had no material pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;</li> <li>d. relatives has or had material pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;</li> <li>e. neither himself/herself nor any of his/her relatives - <ol style="list-style-type: none"> <li>(i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the current financial year;</li> <li>(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the current financial year, of - <ol style="list-style-type: none"> <li>(A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or</li> <li>(B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;</li> </ol> </li> <li>(iii) holds together with his relatives two per cent or more of the total voting power of the company; or</li> <li>(iv) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company;</li> <li>(v) is a material supplier, service provider or customer or a lessor or lessee of the company;</li> </ol> </li> <li>f. is not less than 21 years of age.</li> </ol>



			<p>As on 31<sup>st</sup> March, 2015, there is no Nominee Director in the Company</p> <p><u>CLAUSE 49 (II B) (2)</u> None of the Independent Director of the Company is a Director in more than Seven listed Companies and any such Director serving as a whole time Director in a listed Company is not serving as an Independent Director in more than three listed Companies</p> <p><u>CLAUSE 49 (II B) (3)</u> The tenure of the Independent Director has been fixed in accordance with the Companies Act, 2013</p> <p><u>CLAUSE 49 (II B) (4)</u> The formal letter of appointment has been issued to the Directors appointed at the Annual General Meeting held on 29<sup>th</sup> August, 2014. The terms and conditions of the said appointment have been posted on the website of the Company</p> <p><u>CLAUSE 49 (II B) (5)</u> The details with regard to the performance evaluation of Directors shall be disclosed in the Annual Report 2014-15</p> <p><u>CLAUSE 49 (II B) (6)</u> A separate meeting of the Independent Directors of the Company was held on 28<sup>th</sup> March, 2015 during the quarter ended 31<sup>st</sup> March, 2015</p> <p><u>CLAUSE 49 (II B) (7)</u> The familiarisation programme for the Directors has been formulated and being implemented and the same has been posted on the website of the Company. A web link of the same shall be provided in the Annual Report 2014-15</p>
(C) Non-executive Directors' compensation & disclosures	49 (II C)	YES	<p>Apart from receiving sitting fees for attending the Board/Committee meetings, no Non-Executive Director has any pecuniary relationships/transactions vis-à-vis the Company. However, the details of appointment and remuneration for Executive Directors is as per the following:</p> <ol style="list-style-type: none"> <li>1. Mr. Surinder P. Kanwar, had been re-appointed as Chairman &amp; Managing Director of the Company for a period of 5 (five) years w.e.f 1<sup>st</sup> October, 2012 at the Annual General Meeting held on 25<sup>th</sup> July, 2012 on a token remuneration of Rupee One per month.</li> <li>2. Mr. Sachit Kanwar had been appointed as Joint Managing Director in the Annual General Meeting held on July 25, 2011 for a period of 5 (five) years w.e.f June 1, 2011. The remuneration payable to Mr. Sachit Kanwar for a period of 3 (three) years w.e.f 1<sup>st</sup> June, 2011 had been approved by the members in the Annual General Meeting held on July 25, 2011 and further approved by the Central Government vide its order No. B10414062/4/2011- CL.VII dated September 29, 2011. The Company is paying minimum remuneration as per Schedule V of the Companies Act, 2013 to Mr. Sachit Kanwar, Joint Managing Director w.e.f 1<sup>st</sup> June, 2014.</li> </ol>
(D) Other provisions as to Board and Committee	49 (II D)	YES	<p>During the quarter ended March 31, 2015, Two Board meetings have been held on 10<sup>th</sup> February, 2015 and 28<sup>th</sup> March, 2015 respectively.</p> <p>None of the members of the Board is a member in more than 10 mandatory committees or Chairman in more than 5 mandatory committees.</p>
(E) Code of Conduct	49 (II E)	YES	<p>The Code of Conduct has been framed and the same is posted on the Company's website. The Board of Directors and senior members have already been affirming to the Code of Conduct. Further, the Annual Report of the Company for the year 2013-14 contains a declaration to this effect, signed by the Chairman &amp; Managing Director and the Company Secretary and the same shall be declared in the Annual Report of the Company for the year 2014-15.</p>
(F) Whistle Blower Policy	49(II F)	YES	<p>The Whistle Blower/ Vigil Mechanism Policy of the Company is in existence which provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism of policy provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The policy has been posted on the Company's website and the details whereof shall be disclosed in the</p>



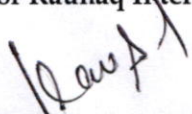
			Board's Report for the Financial Year 2014-15
III. Audit Committee	49 III	YES	
(A) Qualified & Independent Audit Committee	49 (III A)	YES	Members - 4 Directors Non - Executive Directors - 4 (All) Independent Directors - 4 (All) Financial Literate - 4 (All) Financial Management Expertise - 3 (Three) Company Secretary of the Company acts as Secretary to the Committee.
(B) Meeting of Audit Committee	49 (III B)	YES	During the quarter ended March 31, 2015, Two meetings have been held on 10 <sup>th</sup> February, 2015 and 28 <sup>th</sup> March, 2015 respectively.
(C) Powers of Audit Committee	49 (III C)	YES	The Board of Directors in its meeting held on 30 <sup>th</sup> May, 2014 approved and adopted the revised terms of reference of the Audit Committee in pursuance to the revised Clause 49 of the Listing Agreement with effect from 1 <sup>st</sup> October, 2014.
(D) Role of Audit Committee	49 (III D)	YES	The Board of Directors of the Company in its meeting held on 30 <sup>th</sup> May, 2014 has also adequately defined the role of Audit Committee as per revised Clause 49 of the Listing Agreement with the stock exchanges with effect from 1 <sup>st</sup> October, 2014.
(E) Review of information by Audit Committee	49 (III E)	YES	The Audit Committee periodically reviews the required information.
IV. Nomination and Remuneration Committee	49 (IV)	YES	Members - 4 Directors Non - Executive Directors - 3 Independent Directors - 3 The Chairman and Managing Director of the Company is a member of the Nomination and Remuneration Committee and the Chairman of the Committee is an Independent Director
V. Subsidiary Companies	49 (V)	YES	As on March 31, 2015, the Company has one unlisted subsidiary Company i.e. Xlerate Driveline India Limited (XDIL). 1. Xlerate Driveline India Limited (XDIL) is a material non listed Indian subsidiary Company of the Company as on March 31, 2015. 2. The Audit Committee shall review the financial statements, in particular, the investments made by the unlisted subsidiary company. 3. The minutes of the Board meetings of the XDIL are placed at the Board meeting of the Company. The Board of Directors of the company periodically reviews a statement of all significant transactions and arrangements entered into by XDIL. 4. The Company has formulated a policy on material subsidiary(ies) in accordance with the revised Clause 49 of the Listing Agreement effective from 1 <sup>st</sup> October, 2014. The said policy has been posted on the website of the Company.
VI. Risk Management	49 (VI)	YES	The Board of Directors of the Company has formulated a Risk Management Policy which defines the risks faced by the Company and the steps to be undertaken to mitigate those risks. The risk management procedures enumerated in the said policy are reviewed by the Board on an annual basis.
VII. Related Party Transactions	49 (VII)	YES	All the related party transactions are preliminarily approved by the Audit Committee. The Company has formulated a policy on materiality of Related Party Transactions in accordance with the revised Clause 49 of the Listing Agreement effective from 1 <sup>st</sup> October, 2014.
VIII. Disclosures	49 (VIII)	YES	
(A) Related Party Transactions	49 (VIII A)	YES	During the Quarter ended 31 <sup>st</sup> March, 2015, no material related party transaction entered by the Company. The policy of the Company on dealing with Related Party Transactions effective from 1 <sup>st</sup> October, 2014 has been posted on the





XI. Compliance	49 (XI)	YES	Certificate has been enclosed in the Annual Report to the shareholders, 2013-2014. Further, six copies each of the Annual Report for the financial year 2013-2014 has been sent to DSE and BSE, One copy sent to each of other Stock Exchanges.
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For Raunaq International Limited

  
Kaushal Narula  
Company Secretary

