

RGTL/DLI/SHARES/2014/CGREPORT

April 11, 2014

Department of Corporate Services,
The Bombay Stock Exchange Limited
Phirozee Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

Subject: **Report on Corporate Governance for the quarter ended 31st March 2014**

Scrip Code: **524610**

Dear Sir,

Pursuant to clause 49 of Listing Agreement(s) with Stock Exchange, please find attached herewith the Report on conditions of Corporate Governance for the quarter ended 31st March 2014.

Kindly acknowledge the same on record.

Thanking you

Yours truly,

For Rathi Graphic Technologies Limited

For Rathi Graphic Technologies Limited



Company Secretary

Raju Balodi

Company Secretary & Compliance Officer

Encl: as above




CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31ST MARCH 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	49 (ID)	Yes	Board has taken the same on record and will be disclosed in the annual report for the year 2013-14
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee		Yes	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	
(E) Remuneration of Directors	49 (IV E)	Yes	
(F) Management	49 (IV F)	Yes	Will be disclosed in the Annual Report for the year 2013-14
(G) Shareholders	49 (IV G)	Yes	Will be disclosed in the Annual Report for the year 2013-14
V. CEO/CFO Certification	49 (V)	Yes	Will be disclosed in the Annual Report for the year 2013-14
VI. Report on Corporate Governance	49 (VI)	Yes	Will be incorporated in the annual report for the year 2013-14
VII. Compliance	49 (VII)	Yes	Will be disclosed in the Annual Report for the year 2013-14

For Rathi Graphic Technologies Limited

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Raju Balodi
Company Secretary

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