

**ROYAL CUSHION VINYL PRODUCTS LIMITED**  
**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**  
**QUARTER ENDING 30<sup>th</sup> SEPTEMBER, 2014**

Particulars	Clause of Listing Agreement	Compliance status (Yes/No.)	Remarks
<b>I. Board of Directors</b>	49 I		
(A)Composition of Board	49(IA)	No	Refer our letter dated 15/06/2002, 09/01/2006, 13/10/2007, 28/2/2008, 24/09/2008, 15/06/2009, 11/09/2009, 07/04/2010,18/09/2010,15/10/2010, 08/01/2011, 28/01/2011, 12/04/2011, 17/06/2011 , 13/02/2012,06/06/2012 & 05/09/2012,15/10/2012, 14/12/2012, 17/06/2013, 16/09/2013,10/12/2013, 26/03/2014 & 24/06/2014.
(B)Non-executive Directors' compensation & disclosures	49(IB)	N.A.	No compensation is paid to Non-executive Directors
(C)Other provisions as to Board and Committee	49(IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	Duly Complied
<b>II. Audit Committee</b>	49 (II)		
(A)Qualified & Independent Audit Committee	49 (IIA)	No	Refer our letter dated 15/06/2002, 09/01/2006, 13/10/2007, 28/2/2008, 24/09/2008, 15/06/2009, 11/09/2009, 07/04/2010,18/09/2010,15/10/2010, 08/01/2011, 28/01/2011, 12/04/2011, 17/06/2011 , 13/02/2012,06/06/2012 & 05/09/2012,15/10/2012, 14/12/2012, 17/06/2013, 16/09/2013,10/12/2013, 26/03/2014 & 24/06/2014.
(B)Meeting of Audit Committee	49 (IIB)	Yes	
(C)Powers of Audit Committee	49 (IIC)	Yes	
(D)Role of Audit Committee	49II(D)	Yes	
(E)Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	N. A.	
<b>IV. Disclosure</b>	49 (IV)		
(A)Basis of related party transactions	49(IVA)	Yes	Complied in Annual Report
(B) Disclosure of Accounting Treatment	49(IVB)	Yes	Complied in Annual Report
(C)Board Disclosures	49(IVC)	Yes	Complied in Annual Report
(D)Proceeds from Public issues, rights issues, preferential issues etc.	49 (IVD)	(Nil)Yes	
(E)Remuneration of Directors	49 (IVE)	Yes	As per approval of Central Govt.
(F)Management	49(IVF)	Yes	
(G)Shareholders	49 (IVG)	Yes	
<b>V.CEO/CFO Certification</b>	49 (V)	Yes	Complied in Annual Report
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Complied in Annual Report
<b>VII. Compliance</b>	49(VII)	Yes	Complied in Annual Report