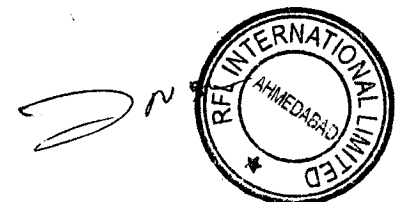


QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY : RFL INTERNATIONAL LIMITED.

QUARTER ENDING ON : 30-06-2013

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I	YES	
(A) Composition of Board	49(IA)	YES	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	N.A.	NO COMPENSATION PAID
(C) Other provisions as to Board and Committees	49 (IC)	YES	PERIODICAL REVIEW IS DONE
D) Code of Conduct	(49 (ID)	YES	
II. Audit Committee	49 (II)	YES	
(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)	N.A.	NO SUBSIDIARY COMPANY
IV. Disclosures	49 (IV)	YES	
(A) Basis of related party transactions	49 (IV A)	N.A.	NO RELATED PARTY TRANSACTION
(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)	N.A.	THERE IS NO P.I., R.I., PR.I.
(E) Remuneration of Directors	49 (IV E)	N.A.	NO REMUNERATION PAID
(F) Management	49 (IV F)	YES	
(G) Shareholders	49 (IV G)	YES	



V.CEO/CFO Certification	49 (V)	YES	
VI. Report on Corporate Governance	49 (VI)	YES	ALREADY GIVEN IN ANNUAL REPORT 2011-12.
VII. Compliance	49 (VII)	YES	COMPLIANCE CERTIFICATE OBTAINED FROM AUDITOR ENCLOSED WITH ANNUAL REPORT OF 2011-12.

FOR & BEHALF OF
RFL INTERNATIONAL LIMITED

DNSH
Compliance Officer

