



Vaswani Industries Limited

POWER • SPONGE IRON • STEEL



ISO 9001: 2008

VIL/SECRETARIAL/2015-2016
09th October 2015

BY EMAIL/REGISTERED POST/ FAX

National Stock Exchange of India Ltd,
Listing Department
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051

Bombay Stock Exchange Ltd.,
Listing Department
Market Operations Dept.
P. J. Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir(s),

Ref: Clause 49 of Listing Agreement

Subject: Compliance with Clause 49 of the Listing Agreement

With reference to the above caption, we hereby submit the Compliance Report on Corporate Governance for the September quarter ended on 30th September, 2015.

This is for your information and records.

Thanking You,

Yours Faithfully

For Vaswani Industries Limited

Company Secretary

Ritu Lamba
Compliance Officer & Company Secretary

Name of the Company : Vaswani Industries Limited

Quarter ending on : 30-Sep-2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
Board of Directors	49 II	-	-
(A) Composition of Board	49 II A	Yes	-
(B) Independent Directors	49 II B	Yes	-
(C) Non-executive Directors compensation & disclosures	49 II C	Yes	-
(D) Other provisions as to Board and Committees	49 II D	Yes	-
(E) Code of Conduct	49 II E	Yes	-
(F) Whistle Blower Policy	49 II F	Yes	-
Audit Committee	49 III	-	-
(A) Qualified & Independent Audit Committee	49 III A	Yes	-
(B) Meeting of Audit Committee	49 III B	Yes	-
(C) Powers of Audit Committee	49 III C	Yes	-
(D) Role of Audit Committee	49 III D	Yes	-
(E) Review of Information by Audit Committee	49 III E	Yes	-
Nomination and Remuneration Committee	49 IV	Yes	-
Subsidiary Companies	49 V	No	No subsidiary company
Risk Management	49 VI	Yes	-
Related Party Transactions	49 VII	Yes	-
Disclosures	49 VIII	-	-
(A) Related party transactions	49 VIII A	Yes	-
(B) Disclosure of Accounting Treatment	49 VIII B	Yes	-
(C) Remuneration of Directors	49 VIII C	Yes	-
(D) Management	49 VIII D	Yes	-
(E) Shareholders	49 VIII E	Yes	-
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 VIII I	NA	No public issue, right issue, preferential issue
CEO/CFO Certification	49 IX	Yes	-
Report on Corporate Governance	49 X	Yes	-
Compliance	49 XI	Yes	-

For Vaswani Industries Limited Ltd



Company Secretary

Ritu Lamba

Compliance Officer & Company Secretary

Format to be submitted by listed entity on quarterly basis
 Name of the Company VASWANI INDUSTRIES LIMITED
 Quarter FROM 01.07.2015 to 30.09.2015

1. Composition of Board of Directors

Sl. No. / (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Non-Executive/Independent/Non-Executive/Independent)	Date of Appointment in the current term /Resignation	Tenure*	No of Directorship in listed entities including this listed entity	(Refer Regulation 25(1) of Listing Regulation)	Number of membership in Audit/ Stakeholder Committee(s) including this listed entity	(Refer Regulation 24(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	(Refer Regulation 26(1) of Listing Regulations)
Mr.	Rawl Vaswani	PAN - ABIP07901E DIN - 00300615	Chairperson Managing Director	22.07.2003	NA	11	None	None	None	None	
Mr.	Pramod Vaswani	PAN - ADRW45736G DIN - 01527339	Executive Director Whole-time Director	22.07.2003	NA	7	Audit Committee - 1 Stakeholder Committee - 1	None	None	None	
Mr.	Yashwant Vaswani	PAN - ADPR6778P DIN - 01527408	Executive Director Whole-time Director	15.04.2004	NA	5	Nominator Committee - 1	None	None	None	
Mr.	Lekhchand Mulchandani	PAN - AUI1PM1735I DIN - 02801346	Non-Executive Director Independent Director	31.04.2009	6 years	1	Audit Committee - 1	Stakeholder Committee - 1 Nomination Committee - 1	Audit Committee - 1	None	
Mr.	Ashok Suri	PAN - AUEP90920D DIN - 00261897	Non-Executive Director Independent Director	01.04.2009	6 years	1	Audit Committee - 1	Nominator Committee - 1	None	None	
Mr.	Sanjay Jadhavi	PAN - ACTP15550N DIN - 03139098	Non-Executive Director Independent Director	06.12.2011	3.10 years	None	Stakeholder Committee - 1	None	None	None	
Ms.	Satyavati Prashar	PAN - ALCP94935E DIN - 00751006	Non-Executive Woman Independent Director	14.05.2015	0.1 year	3	Stakeholder Committee - 2 Audit Committee - 1	Nomination Committee - 1	None	None	

For, Vaswani Industries Ltd.
 Company Secretary

II. Composition of Committees				
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)		
1	Audit Committee Mr. Lekhu Thadharam Mulchandani Mr. Prasad Vaswani Mr. Ashok Suri	Chairman - Independent Director Member - Whole-time Director Member - Independent Director		
2	Nomination & Remuneration Committee Mr. Lekhu Thadharam Mulchandani Mr. Yashwant Vaswani Mr. Ashok Suri	Chairman - Independent Director Member - Whole-time Director Member - Independent Director		
3	Risk Management Committee Mr. Ashok Suri Mr. Yashwant Vaswani Mr. Sanjay Jadhavi	Chairman - Independent Director Member - Whole-time Director Member - Independent Director		
4	Shareholders Relationship Committee Mr. Lekhu Thadharam Mulchandani Mr. Prasad Vaswani Mr. Sanjay Vaswani	Chairman - Independent Director Member - Whole-time Director Member - Independent Director		

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
Quarter from 01.04.2015 to 30.06.2015	Quarter from 01.07.2015 to 30.09.2015	45 days
16.04.2015	12.08.2015	
20.05.2015	14.08.2015	
	22.09.2015	

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
Quarter from 01.07.2015 to 30.09.2015	Yes - The members present at the meeting are as under	30.09.2015	74 days
	Mr. Lekhu Thadharam Mulchandani Chairman - Independent Director		
	Mr. Prasad Vaswani Member - Whole-time Director		
	Mr. Ashok Suri Member - Independent Director		
	Additional Members Mr. Ravi Vaswani Managing Director Ms. Ritu Lamton Company Secretary Mr. P. K. Jha Accounts Head		

For Meeting of Board of Directors

 Lekhu Thadharam Mulchandani
 Chairman - Independent Director
 Company Secretary

V. Related Party Transaction

Subject	Compliance status (Yes/No/Not/after note below)	
Whether prior approval of audit committee obtained	YES	
Whether shareholder approval obtained for material RPT	NO	The transaction is under the limit as provided under sect. 188 of the companies act 2013
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES	As per policy on materiality of Related Party Transactions and dealing with Related Party Transactions

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	YES
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	
a. Audit Committee	YES
b. Nomination & remuneration committee	YES
c. Stakeholders relationship committee	YES
d. Risk management committee (applicable to the top 100 listed entities)	YES (Optional)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	YES
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	YES
5. This report and/or the report submitted in the previous quarter has been passed before Board of Directors. Any comment/adviser/advise of Board of Directors may be mentioned here	NIL

For Vaswani Industries Limited



Ritu Lamba
Company Secretary & Compliance Officer

Ritu Lamba
Company Secretary & Compliance Officer

Company Secretary

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

Name of the Company

VASWANI INDUSTRIES LIMITED

Quarter

FROM 01.07.2015 to 30.09.2015

I Affirmations

Broad heading	Regulation Number	Compliance status (Yes/No/NA)refer note
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	YES
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	YES
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	YES
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	YES

For Vaswani Industries Limited



Ritu Lamba
Company Secretary
Company Secretary & Compliance Officer