

Quarterly Compliance Report on Corporate Governance

Name of the Company: Vaswani Industries Limited

Scrip Code: BSE: 533576, NSE: VASWANI

Quarter ending on: March 31, 2012

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)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	(49 (ID)	Yes	
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)	N.A.	Company has no Subsidiary Company
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	Company has submitted IPO fund utilization certificate to Stock Exchanges.
(E) Remuneration of Directors	49 (IV E)	N.A.	Will be complied in the next Annual Report
(F) Management	49 (IV F)	N.A.	Will be complied in the next Annual Report
(G) Shareholders	49 (IV G)	N.A.	Will be complied in the next Annual Report
V.CEO/CFO Certification		Yes	
VI. Report on Corporate Governance	49 (V)	N.A.	Will be complied in the next Annual Report
VII. Compliance	49 (VII)	N.A.	Will be complied in the next Annual Report

For Vaswani Industries Ltd.

**Anurag Pandya
Company Secretary & Compliance Officer**