



## SECRETARIAL COMPLIANCE REPORT OF

### VASWANI INDUSTRIES LIMITED

(CIN: L28939CT2003PLC015964)

(FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2022)

I have examined:

- (a) All the documents and records made available to me and explanation provided by **Vaswani Industries Limited (CIN: L28939CT2003PLC015964)** (hereinafter called 'the Company') ('the listed entity'),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Such other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on **31<sup>st</sup> March 2022** ("Review Period") in respect of compliance with the provisions of :

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), has been examined, include:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation 2015;
- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;



- (e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;

And based on the above examinations, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars the guidelines including specific clause)	Deviations	Observations/ Remarks of Practicing Company Secretary
1.	Composition of Board of Directors with respect to Independent Director and Woman Director as specified under Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015.	The Company has not appointed sufficient number of Women Director and Independent Director.	At the beginning of the Financial year, the Composition of the Board was not in accordance with the Regulation 17(1) LODR.  However, the Company in its Board Meeting held on 19/05/2021 appointed Smt. Rituraj Peswani as Women Independent director.
2.	Composition of the Nomination and Remuneration Committee as specified under Regulation 19 of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015.	The Company has not constituted Nomination and Remuneration Committee as per the Regulation 19 of LODR.	The Nomination and Remuneration Committee shall comprise of minimum 3 (Three) Director who shall be Non-executive and at least fifty percent of the directors shall be Independent Director.  The constitution of Nomination & Remuneration Committee of the Company was not as per the SEBI LODR regulation upto 18/05/2021. However, after the appointment of Independent director on 19/05/2021, the NRC committee has been re-

