

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **RSWM LIMITED**

Quarter ending on : **31st December, 2011**

Particulars		Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
I		2	3	4
I	Board of Directors	49 I		
(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	49 (IIB)	Yes	
(C)	Powers of Audit Committee	49(IIC)	Yes	
(D)	Role of Audit Committee	49 (IID)	Yes	
(E)	Review of Information by Audit Committee	49 (IIE)	Yes	
III	Subsidiary Companies	49 (III)	Yes	
IV	Disclosures	49 (IV)		
(A)	Basis of related party transactions	49 (IVA)	Yes	
(B)	Disclosure of Accounting Treatment	49 (IVB)	Yes	

	(C)	Board Disclosures	49 (IVC)	Yes	
	(D)	Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	N.A	
	(E)	Remuneration of Directors	49 (IVE)	Yes	
	(F)	Management	49 (IVF)	Yes	
	(G)	Shareholders	49 (IVG)	Yes	
V	CEO/CFO Certification		49 (V)	Yes	
VI	Report on Corporate Governance		49 (VI)	Yes	
VII	Compliance		49 (VII)	Yes	

For RSWM LIMITED


SURENDER GUPTA
COMPANY SECRETARY