

**Quarterly Compliance Report on Corporate Governance
under Clause 49 of the Listing Agreement**



Name of the Company : Asian Flora Limited
Scrip Code : 531392
Quarter ending on : 31.12.2011

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
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		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)	NA	There is no subsidiary company
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	NA	-----
(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)	NA	-----
(E) Remuneration of Directors	49 (IV E)	NA	-----
(F) Management	49 (IV F)	Yes	Will be complied in next annual report
(G) Shareholders	49 (IV G)	Yes	Will be complied in next annual report
V. CEO/CFO Certification	49 (V)	Yes	Will be complied at the time of consideration of full year accounts by board
VI. Report on Corporate Governance	49 (VI)	Yes	Will be complied in next annual report
VII. Compliance	49 (VII)	Yes	Will be complied in next annual report

Date : 16.01.2012

For, Asian Flora Limited

Director