

**REPORT ON CORPORATE GOVERNANCE**NAME OF THE COMPANY: **VCCL Limited (Scrip Code- BSE: 522015, UPSE: VESP)**QUARTER ENDED : **30<sup>th</sup> September, 2011**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/ No)	Remarks
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	Y	
(B) Non-executive Directors' Compensation & disclosures	49 (IB)	Y	
(C) Other provisions as to Board and Committees	49 (IC)	Y	
D) Code of Conduct	(49 (ID)	Y	
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Y	
(B) Meeting of Audit Committee	49 (IIB)	Y	
(C) Powers of Audit Committee	49(IIC)	Y	
(D) Role of Audit Committee	49 II(D)	Y	
(E) Review of Information by Audit Committee	49 (IIE)	Y	
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	There is no Subsidiary Company of VCCL Limited as on 30 <sup>th</sup> September, 2011.
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Y	
(B) Disclosure of Accounting Treatment	49 (IV B)	N.A.	All accounting standard followed.
(C) Board Disclosures	49 (IV C)	Y	
D) Proceeds from public issues, rights issues, preferential issues etc	49 (IV D)	N.A.	No proceeds recd. In this quarter under reporting
E) Remuneration of Directors	49 (IV E)	Y	
F) Management	49 (IV F)	Y	
G) Shareholders	49 (IV G)	Y	
<b>V. CEO/CFO Certification</b>	49 (V)	Y	
<b>VI. Report on Corporate Governance</b>	49 (VI)	Y	
<b>VII. Compliance</b>	49 (VII)	Y	

