

REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY: VCCL Limited (Scrip Code- BSE: 522015, UPSE: VESP)

QUARTER ENDED : 31st December, 2011

Particulars	Clause of Listing Agreement	Compliance Status (Yes/ No)	Remarks
I Board of Directors	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	
II. Audit Committee	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	
III. Subsidiary Companies	49 (III)	N.A.	There is no Subsidiary Company of VCCL Limited as on 31 st December, 2011.
IV. Disclosures	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)	N.A.	Will be complied with at the time of AGM/ Annual Report.
F) Management	49 (IV F)	N.A.	Will be complied with at the time of AGM/ Annual Report.
G) Shareholders	49 (IV G)	N.A.	Will be complied with at the time of AGM/ Annual Report.
V.CEO/CFO Certification	49 (V)	N.A.	Will be complied with at the time of AGM/ Annual Report.
VI. Report on Corporate Governance	49 (VI)	N.A.	Will be complied with at the time of AGM/ Annual Report.
VII. Compliance	49 (VII)	N.A.	Will be complied with at the time of AGM/ Annual Report.

