

VCCL LIMITED

C-10, Panki Industrial Estate, Site-II, KANPUR-208 022 (U.P.) INDIA

Ph. 0512-6660300

CIN-L34103UP1984PLC006695

Email : vccl.investors@lml.co.in

Website : www.vcclindia.com

VCCL: SH: SE: 2015-16

April 14, 2016

The Manager (Listing),
The Corporate Relationship Department,
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001

Dear Sirs,

Subject: Corporate Governance Report
Refer: Scrip Code- BSE: 522015

We take the reference to the SEBI CIRCULAR bearing Ref. No. CIR/CFD/POLICY CELL/2014 dated 15.09.2014 and pursuant to Regulation 15(2)(a) of the SEBI (LODR) Regulations 2015 which stipulates that compliance with the provisions of Clause 49 of the Listing Agreement and with the Corporate Governance provisions shall not be mandatory, for the time being, in respect of the Companies having Paid up Equity Share Capital not exceeding Rs 10 crores and Net Worth not exceeding Rs 25 crores, as on the last day of the previous financial year.

As our Company's Paid up Equity Share Capital does not exceed Rs 10 crores and Net Worth does not exceed Rs 25 crores, this is to inform you that we are falling under the above mentioned Circular & Regulation 15(2)(a) of the SEBI (LODR) Regulations 2015. Hence we are exempted from filling the Quarterly/ Half-Yearly/ Yearly Corporate Governance Report to the Stock Exchanges.

We are also attaching a certificate from PCA with respect to exemption from filling the Quarterly/ Half-Yearly/ Yearly Corporate Governance Report.

You are kindly requested to take a note of the same for future reference.

Thanking you,

Yours sincerely,
For VCCL LIMITED



Ketan Gupta
(Compliance Officer)

Encl as above



Ref. No.

Date

TO WHOMSOEVER IT MAY CONCERN

**Certificate for Exemption for filling Corporate Governance Report on Quarterly/
Half-yearly/ Yearly Basis under Clause 49 of Listing Agreement & Regulation
15(2)(a) of the (Listing Obligations and Disclosure Requirements) Regulations, 2015**

SEBI Circular No. CIR/CFD/POLICY CELL/7/2014 DATED 15.09.2014

We hereby certify that the Company M/s VCCL LIMITED having its Registered Office at C-3, Panki Industrial Estate, Kanpur - 208022, is having paid up share capital of Rs. 4,80,00,070/- (Four Crore Eighty Lakh Seventy only) and its Net worth is Negative, as per Audited Balance Sheet for the financial year ended 31st March 2015.

It is also certified that the Company's paid-up capital and the Net worth is below the ceiling limit as stated in the Clause 49 of Listing Agreement & Regulation 15(2)(a) of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/POLICY CELL/7/2014 DATED 15.09.2014 which states that "Compliance with the provisions of erstwhile Clause 49 of the Listing Agreement and now Regulation 27 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall not be mandatory, for the time being, in respect of the following class of companies:

Listed entity having paid up share capital not exceeding rupees 10 crores and net worth not exceeding Rs. 25 crores, as on the last day of the previous financial year."

For M/s. Onkar Tandon & Co.
Chartered Accountants
FRN. : 0009538

Shishir Shukla
(Partner)
M.No. : 079205
Date: 01.04.2016
Place: Kanpur

