



VCCL LIMITED

C-10, PANKI INDUSTRIAL ESTATE, SITE II, KANPUR - 208 022, U.P. (INDIA)
PH.: 0512 6660300 • FAX: 0512 6660301 • EMAIL: vccl@vcclindia.com • WEBSITE: www.vcclindia.com

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

Date: 07.04.2017

Subject: Non Applicability of Corporate Governance Report

Refer: Scrip Code- BSE: 522015

With 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, we wish to inform that our 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 2016.

Auditor's Certificate pertaining to Exemption for filling the Corporate Governance Report is enclosed for your reference.

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

EXEMPTION CERTIFICATE ON CORPORATE GOVERNANCE

TO WHOMSOEVER IT MAY CONCERN

**Certificate for Exemption for filling Corporate Governance Report on Quarterly/
Half-yearly/ Yearly Basis under 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 2016.


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. : 000953C


CA Onkar Tandon
(Partner)
M.No. : 017232



Date: 05.04.2017

Place: Kanpur