

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company: **VISISTH CHAY VYAPAR LIMITED**

Quarter ending on: **31st December, 2011**

<b>Particulars</b>	<b>Clauses of Listing Agreement</b>	<b>Compliance Status yes/No</b>	<b>Remarks</b>
<b>I. Board of Directors</b>	49I		
(A) Composition of Board	49(IA)	Yes	
(B) Non- executive Directors Compensation & disclosures	49(IB)	Yes	
(C) Other provisions as to Board and Committee	49(IC)	Yes	
(D) Code of Conduct	49(ID)	Yes	
<b>II. Audit Committee</b>	49(II)	Yes	
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(IIB)	Yes	
(C) Power of Audit Committee	49(IIC)	Yes	
(D) Role of Audit Committee	49(IID)	Yes	
(E) Review of Information by Audit Committee	49(IIE)	Yes	
<b>III. Subsidiary Companies</b>	49(III)	N.A	
<b>IV. Disclosures</b>	49(IV)	Yes	
(A) Basis of Related Party Transaction	49(IVA)	Yes	
(B) Board Disclosures	49(IVB)	Yes	
(C) Proceeds from public Issues, rights Issue, Preferential issues etc	49(IVC)	N.A	
(D) Remuneration of Directors	49(IVD)	Yes	Complied in the Annual Report
(E) Management	49(IVE)	Yes	Complied in the Director's Report
(F) Shareholders	49(IVF)	Yes	Complied in the Annual Report
<b>V. CEO/CFO Certification</b>	49(V)	Yes	
<b>VI. Report on Corporate Governance</b>	49(VI)	Yes	Complied in the Annual Report
<b>VII. Compliance</b>	49(VII)	Yes	Complied in the Annual Report

**For VISISTH CHAY VYAPAR LIMITED**

*C. E. Sankar*

**COMPLIANCE OFFICER**