

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

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

**Quarter ending on: 30th JUNE, 2014**

| <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 Pauer*

**COMPLIANCE OFFICER**