

MUKESH RATHI
ST
Practicing Company Secretary

56/1, B. B. CHATTERJEE

KOLKATA- 700 042,
PH. NO. – 98311 33018

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We have examined all relevant Books Registers, Forms, Documents and paper of **VISISTH CHAY VYAPAR LIMITED**, having its Registered office at A-446, BASEMENT, DEFENCE COLONY, New Delhi- 110 055 for the purpose of issuing Certificate under Sub Clause (C) of Clause 47 of the Listing Agreement with The Delhi Stock Exchange Ltd. and hereby certify that during the Half year ended on 31.03.2012.

a) All certificates of shares received for registration of transfer were delivered to the shareholders within one month of the lodgment of certificates for transfer by the shareholders.

b) The Company has not received any certificates for Sub-division, consolidation, renewal and exchange, and-

c) All the call & allotment money on the shares of the Company has already been paid and the Company has not received any Certificates of Shares or Debentures for endorsement thereon for payment of call/allotment money or self-adhesive stickers, evidencing payment of call/allotment money.

Place: Kolkata

Signature:



Date :

Name: Mukesh Rathi

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: VISISTH CHAY VYAPAR LIMITED

Quarter ending on: 31st March, 2012

Particulars	Clauses of Listing Agreement	Compliance Status yes/No	Remarks
I. Board of Directors	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	
II. Audit Committee	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	
III. Subsidiary Companies	49(III)	N.A	
IV. Disclosures	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	Will be complied in the Annual Report
(E) Management	49(IVE)	Yes	Will be complied in the Director's Report
(F) Shareholders	49(IVF)	Yes	Will be complied in the Annual Report
V. CEO/CFO Certification	49(V)	Yes	
VI. Report on Corporate Governance	49(VI)	Yes	Will be complied in the Annual Report
VII. Compliance	49(VII)	Yes	Will be complied in the Annual Report

For VISISTH CHAY VYAPAR LIMITED

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COMPLIANCE OFFICER

MUKESH RATHI56/1, B.B.CHATTERJEE STREET
KOLKATA-700042, PH-9831133018**(PRACTICING COMPANY SECRETARY)**TO
The Board of Directors
VISISTH CHAY VYAPAR LIMITED
5,GORKY TERRACE,
2ND FLOOR
Kolkata-700 017Company Registration No.19848
Authorised Capital : Rs.200000000/-**SECRETARIAL AUDIT REPORT FOR THE QUARTER ENDED 31ST MARCH, 2012**
(SEPARATE FOR EACH ISIN)

1	For the quarter ended	31ST MARCH, 2012
2	ISIN	Not Applicable
3	Face Value	Rs.10/-
4	Name of the Company	VISISTH CHAY VYAPAR LIMITED
5	Registered office Address	A-446, BASEMENT, DEFENCE COLONY, New Delhi--110 055
6	Correspondence Address/Head office	5,GORKY TERRACE, 2ND FLOOR Kolkata-700 017
7	Telephone No.& Fax No.	Tel: 033 66133300/01, Fax:033 66133303
8	Name of Stock Exchanges where the Company,s Securities are listed	The Delhi Stock Exchange Association Limited
9	Issued Capital	Number of Shares Face Value 19999000 Rs.10/-
10	Listed Capital(Exchange wise) (As per Company Record)	Number of Shares % of total issued Capital 19999000 100%
11	Shares held in Dematerialized form in NSDL	Nil
12	Shares held in Dematerialized form in CDSL	Nil
13	Share held in Physical form	19999000
14	Total No. of Shares (11+12+13)	19999000
15	Reason for difference,if any, between (9& 10),(9&14),(10&14)	Not Applicable
16	Certifying the details of changes in Share Capital during the quarter under consideration as per Table.	Not Applicable
17	Register of Members is updated (Yes/No)	Yes
18	Reference of previous quarter with regards to excess dematerialized shares,if any	Nil



- 19 Has the company resolved the matter mentioned in point no.18 above in the current quarter ? If not,reason why. Not Applicable
- 20 Mention the total no.of dematerialisation request, if any,confirmed after 21 days and the total no.of requests pending beyond 21 days with reason for delay Nil
- 21 Name,Address, Telephone & Fax No.of the Compliance officer of the Company **MR.CHAMPA LAL PAREEK**
5,GORKY TERRACE,
2ND FLOOR
Kolkata-700 017
Tel: 033 66133300/01, Fax:033 66133303
- 22 Name,Address, Telephone & Fax No, Registration No.of the Auditor. **MUKESH RATHI**
Practicing Company Secretary
56/1, B.B.Chatterjee Street
Kolkata-700 042, Ph-9831133018
- 23 Name, Address of Registrars and share Transfer Agent **M/s. NICHE TECHNOLOGIES PRIVATE LIMITED**
C-444 & B-414, Bagree Market,
71,B.R.B.B. Road ,(canning Street)
Kolkata-700 001 ,PH:-2235 7270/71/3070
- 24 Any other data that the Auditor may like to provide (e.g. Nil
BFIR Company, Delisting From Stock Exchange,Company,s Name Change)

The above report is based on the information/ record and register made available to us were found to the best of our knowledge to be necessary for the purpose of the Audit.

PLACE:- KOLKATA
DATE:-

Signature:

Name-Mukesh Rathi
Certificate of Practice No-4795



(I)(a) Statement showing Shareholding Pattern

Name of the Company: VISISTH CHAY VYAPAAR LIMITED

Quarter Ended : 31ST MARCH, 2012

Category Code	Category of Shareholder	No. of Shareholder	Total number of Shares	No of Shares held in demat form	Total Shareholding as a % of total number of shares		Shares Pledged or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	No of shares	As a %
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX) = (VIII)/(IV)*100
(A)	Shareholding of Promoter and Promoter Group							
(1)	Indian							
a)	Individuals/ Hindu Undivided Families	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b)	Central Government/State Government	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c)	Bodies Corporate	3	6485000	NIL	32.427	32.427	NIL	NIL
d)	Financial Institutions/ Banks	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e)	Any Other (Specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Sub Total (A)(1)	3	6485000	NIL	32.427	32.427	NIL	NIL
(2)	Foreign							
a)	Individuals (Non Resident Individuals/Foreign Individuals)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b)	Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c)	Institutions	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d)	Any Other (Specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Sub Total (A)(2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	3	6485000	NIL	32.427	32.427	NIL	NIL
B)	Public Shareholding						N.A.	N.A.
1)	Institution						N.A.	N.A.
a)	Mutual Funds/UTI	NIL	NIL	NIL	NIL	NIL		
b)	Financial Institutions/Banks	NIL	NIL	NIL	NIL	NIL		
c)	Central Government/State Government(s)	NIL	NIL	NIL	NIL	NIL		
d)	Venture Capital Funds	NIL	NIL	NIL	NIL	NIL		
e)	Insurance Companies	NIL	NIL	NIL	NIL	NIL		
f)	Foreign Institutional Investors	NIL	NIL	NIL	NIL	NIL		
g)	Foreign Venture Capital Investors	NIL	NIL	NIL	NIL	NIL		
e)	Any Other (specify)	NIL	NIL	NIL	NIL	NIL		
	Sub-Total (B) (1)	NIL	NIL	NIL	NIL	NIL		
2)	Non-Institutions						N.A.	N.A.
a)	Bodies Corporate	16	13392100	NIL	66.964	66.964		
	Individuals-	219	101900	NIL	0.51	0.51		
	i Individual Shareholders holding nominal share Capital up to Rs 1lakh							
b)	ii Individual Shareholders holding nominal shares capital in excess of Rs1 lakh.	1	20000	NIL	0.1	0.1		
c)	Any Other (Specify)	NIL	NIL	NIL	NIL	NIL		
	Sub Total(B)(2)	236	13514000	NIL	67.573	67.573		
	Total Public Shareholding (B)= (B)(1)+(B)(2)	236	13514000	NIL	67.573	67.573	N.A.	N.A.
	TOTAL(A)+(B)	239	19999000	NIL	100	100	NIL	NIL
C)	Shares held by custodians and against which Depository Receipts have been issued	NIL	NIL	NIL	N.A.	NIL	N.A.	N.A.
	GRAND TOTAL (A)+(B)+ (C)	239	19999000	NIL	100	100	NIL	NIL

N.A. - Not applicable

(f) (c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares as on 31/03/2012.

Sr.No.	Name of the Shareholder	No of Shares held	Shares as a % of total no of shares (i.e., grand total (A)+(B)+(C) indicated in Statement at para (f) (a) above)	Details of Warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				No of warrants held	As a % total no of warrants of the same class	No of convertible securities held	% w.r.t total no of convertible securities of the same class	
1	CHEMO TRADERS PVT.LTD	998200	4.981	NIL	NIL	NIL	NIL	4.981
2	DECCAN TRADERS PVT.LTD.	275000	1.375	NIL	NIL	NIL	NIL	1.375
3	GULMOHUR TRADING PVT LTD	996000	4.980	NIL	NIL	NIL	NIL	4.980
4	KAMINI FINANCE & INVESTMENT CO.LTD	444000	2.220	NIL	NIL	NIL	NIL	2.220
5	MAURYA TRADING CO. LTD	950000	4.750	NIL	NIL	NIL	NIL	4.750
6	MERLIN RESOURCES PVT. LTD.	375000	1.875	NIL	NIL	NIL	NIL	1.875
7	OCEAN FREIGHT ENTERPRISES PVT LTD	900000	4.500	NIL	NIL	NIL	NIL	4.500
8	SANGRAHALAYA TIMBER & CRAFTS LTD.	1851500	9.258	NIL	NIL	NIL	NIL	9.258
9	JONNETE PROPERTIES PVT LTD	917400	4.590	NIL	NIL	NIL	NIL	4.590
10	LORETO TRADING & FINANCE CO. LTD	635000	3.175	NIL	NIL	NIL	NIL	3.175
11	UTTAM MACHINERY AND SUPPLY CO.PVT LTD	950000	4.750	NIL	NIL	NIL	NIL	4.750
12	FLEX TRADE PVT. LTD.	900000	4.500	NIL	NIL	NIL	NIL	4.500
13	KUVAM PLAST PVT. LTD.	900000	4.500	NIL	NIL	NIL	NIL	4.500
14	MILESTONE SHARES & STOCK BROKING (P) LTD	800000	4.000	NIL	NIL	NIL	NIL	4.000
15	NEELANCHAL MERCANTILE PVT. LTD.	950000	4.750	NIL	NIL	NIL	NIL	4.750
16	SRI B L C PVT LTD	550000	2.750	NIL	NIL	NIL	NIL	2.750
	Total	13392100	66.964	NIL	NIL	NIL	NIL	66.964

(f) (c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares as on 31/03/2012.

Sr.No	Name(s) of the Shareholder(s) and the person Acting in Concert (PAC) with them	No of shares held	Shares as a %age of total no of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (f) (a) above)	Details of Warrants		Details of convertible securities		Total shares (including underlying warrants and convertible securities) as a % of diluted share capital
				No of warrants	As a % total no of warrants of the same class	No of convertible securities held	% w.r.t total no of convertible securities of the same class	
(i)	(ii)	(iii)	(iv)	(v)=(vi)/(iii)*100	(vii)	(viii)	(ix)	
1	SANGRAHALAYA TIMBER & CRAFTS LTD	1851500	9.258	NIL	NIL	NIL	NIL	9.258
	TOTAL	1851500	9.258	NIL	NIL	NIL	NIL	9.258

(I)(d) Statement showing details of locked in shares as on 31/03/2012.

Sr.No	Name of the Shareholder	Category of Shareholders (Promoter/ Public)	No of Locked in Shares	% to Total
1	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL

(II)(a) Statement showing details of Depository Receipts (DRs)

Sr.No	Type of Outstanding DR (ADRs, GDRs, SDRs, etc)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e. Grand total (A)+(B)+(C) indicated in statement at para (I) (a) above)
1	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL

(II) (b) Statement showing Holding of Depository Receipts (DRs) where underlying shares are in excess of 1% of the total number of shares.

Sr. No.	Name of the DR Holder	Type of Outstanding DR (ADRs, GDRs, SDRs, etc)	Number of shares underlying outstanding	Shares underlying outstanding DRs as a percentage of total number of shares (i.e. Grand total (A)+(B)+(C) indicated in statement at para (I) (a) above)
1	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL

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For Visisth (bay Vyapar Ltd.

Hemant
Director