

09/04/2011



**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company :-

VLS FINANCE LTD.  
2nd Floor, 13 Sant Nagar,  
East of Kailash,  
NEW DELHI-110065

**VLS FINANCE LTD.**

2nd Floor, 13, Sant Nagar,  
East of Kailash,  
New Delhi - 110 065, India  
Tel. : +91-11-46656666  
Fax : +91-11-46656699  
e-mail: [vis@vsnl.com](mailto:vis@vsnl.com)

Quarter ended on :- 31st March, 2011

Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
<b>I. Board of Directors</b>	49 I	YES #	
(A) Composition of Board	49 (I A)	YES	
(B) Non- Executive Directors' compensation & disclosures	49 (I B)	YES	
(C) Other provisions as to Board and Committees	49 (I C)	YES	
(D) Code of Conduct	49 (I D)	YES	
<b>II. Audit Committee</b>	49 II	YES #	
(A) Qualified & Independent Audit Committee			
(B) Meeting of Audit Committee	49 (II A)	YES	
(C) Powers of Audit Committee	49 (II B)	YES	
(D) Role of Audit Committee	49 (II C)	YES	
(E) Review of Information by Audit Committee	49 (II D)	YES	
	49 (II E)	YES	
<b>III. Subsidiary companies</b>	49 (III)	N.A.	
<b>IV. Disclosures</b>	49 (IV)	YES #	
(A) Basis of Related party transactions	49 (IV A)	YES	
(B) Board Disclosures	49 (IV B)	YES	
(C) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV C)	N.A.	
(D) Remuneration of Directors	49 (IV D)	YES	
(E) Management	49 (IV E)	YES	
(F) Shareholders	49 (IV F)	YES	
<b>V. CEO/CFO Certification</b>	49 (V)	YES	
<b>VI. Report on Corporate Governance</b>	49 (VI)	YES #	
<b>VII. Compliance</b>	49 (VII)	YES #	

# Kindly refer to the Corporate Governance Report in the Annual Report 2009-10 of Company for further details.

For VLS Finance Ltd.



H. Consul

Company Secretary