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**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of Company : **Vision Corporation Ltd.**

BSE Scrip Code : **531668**

Quarter : **June 30, 2013**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
<b><u>I. Board of Directors</u></b>	<b>49 (I)</b>		
(A) Composition of Board	49 (IA)	Yes	Disclosures will be made in the Annual Report for the Financial Year 2013 - 2014.
(B) Non-executive Directors' Compensation & disclosures	49 (IB)	Yes	Disclosures will be made in the Annual Report for the Financial Year 2013 - 2014.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	Disclosures will be made in the Annual Report for the Financial Year 2013 - 2014.
(D) Code of Conduct	49 (ID)	Yes	Relevant disclosures will be made in the Annual Report for the Financial Year 2013 - 2014.
<b><u>II. Audit Committee</u></b>	<b>49 (II)</b>		
(A) Qualified and Independent Audit Committee	49 (IIA)	Yes	In absence of the Company Secretary, one of the committee member act as a Secretary to the Audit Committee.  Disclosures will be made in the Annual Report for the Financial Year 2013 - 2014.
(B) Meeting of Audit Committee	49 (IIB)	Yes	Relevant disclosures will be made in the Annual Report for the Financial Year 2013 - 2014.
(C) Power of Audit Committee	49 (IIC)	Yes	Relevant disclosures will be made in the Annual Report for the Financial Year 2013 - 2014.
(D) Role of Audit Committee	49 (IID)	Yes	Relevant reporting will be made in the Annual Report for the Financial year 2013 - 2014.

Head Office : Bharat Insurance Bldg, 2nd Floor, 15/A, Horniman Circle, Fort, Mumbai - 400001

(E) Review of Information by Audit Committee	49 (IIE)	Yes	Relevant reporting will be made in the Annual Report for the Financial year 2013 – 2014.
<b>III. Subsidiary Companies</b>	49 (III)	N.A	----
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of Related Party Transactions	49 (IVA)	Yes	Relevant reporting will be made in the Annual Report for the Financial year 2013 – 2014.
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	Relevant reporting will be made in the Annual Report for the Financial year 2013 – 2014.
(C) Board Disclosures	49 (IVC)	Yes	Relevant reporting will be made in the Annual Report for the Financial year 2013 – 2014.
(D) Proceeds from public issue, right issue, preferential issue etc.	49 (IVD)	NA	----

(E) Remuneration of Directors	49 (IVE)	Yes	Relevant reporting will be made in the Annual Report for the Financial year 2013 – 2014.
(F) Management	49 (IVF)	Yes	Relevant reporting will be made in the Annual Report for the Financial year 2013 – 2014.
(G) Shareholders	49 (IVG)	Yes	Relevant reporting will be made in the Annual Report for the Financial year 2013 – 2014.
V. <u>CEO/ CFO Certification</u>	49 (V)	Yes	Relevant reporting will be made in the Annual Report for the Financial year 2013 – 2014.
VI. <u>Report on Corporate Governance</u>	49 (VI)	Yes	Relevant reporting will be made in the Annual Report for the Financial year 2013 – 2014.
VII. <u>Compliance</u>	49 (VII)	Yes	Relevant reporting will be made in the Annual Report for the Financial year 2013 – 2014.

For Vision Corporation Ltd.

*Ashok Kumar Mishra*  
Ashok Kumar Mishra  
Chairman & Managing Director

