
COMMITTEES OF THE BOARD OF DIRECTORS

The Company constituted Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Rights Issue Committee

All committees have a combination of Executive, Non-Executive and Independent Directors. The Chairman of all the committees is an Independent Director.

As per the terms and conditions of respective committees, committees deliberate on the matters referred to it by the Board. Information and data that is important to the committees to discuss the matter is distributed in writing to the members of the committees well in advance of the meeting. Recommendations of the committees are submitted to the Board to take decision on the matter referred.

A. AUDIT COMMITTEE

The current composition of the Audit Committee is as follows:

- Mr. V. Mohan, Chairman of the Committee and Independent Director
- Mr. K. G. Krishnamurthy, Independent Director
- Mr. R. Vasudevan, Managing Director

Brief description of terms of reference

The Committee has the following powers and responsibilities including but not limited to

1. If the remuneration to Auditors is not fixed by shareholders and is delegated to the Board then the Audit Committee should make a suitable recommendation to the Board.
2. Where the Audit Committee finds the quality, efficiency and contribution of the Auditor is not satisfactory then, the Audit Committee shall take up the matter with the Auditor and in case he does not resign, the Audit Committee shall find a suitable replacement and recommend his appointment to the Board, including terms & conditions as to remuneration or otherwise.
3. To approve payment to the Auditor for services other than Audit.
4. To approve the bill of the Auditor for services in any other capacity.
5. To examine any changes in accounting policies and the reasons thereof.
6. To examine major accounting entries based on the exercise of judgment by management.
7. Where the Auditor made some qualifications in his draft report, to examine the details causing such qualification and suggest suitable addendum in the Director's Report.
8. Reviewing with the management, the quarterly financial statement before submission to the board for approval.

-
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of material nature and reporting the matter to the Board.
 10. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors.
 11. To carry out such other functions as may be specifically referred to by the Board from time to time.
 12. Relationships with Suppliers and Customers: The Directors and senior management employees of the Company during the course of interaction with suppliers and customers shall neither receive nor offer or make, directly and indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits which are intended or perceived to obtain business or uncompetitive favors for the conduct of its business. However this is not intended to include gifts of customary nature.
 13. Interaction with Media: The Directors and senior management employees other than the designated spokespersons shall not engage with any member of press and media in matters concerning the Company. In such cases, they should direct the request to the designated spokespersons.
 14. Safety and Environment: The Directors and senior management employee shall follow all prescribed safety and environment-related norms.

B. NOMINATION REMUNERATION COMMITTEE

The current composition of the Remuneration Committee is as follows:

- K. G. Krishnamurthy , Chairman of the Committee and Independent Director
- Mr. V. Mohan , Independent Director
- Ms. Sowmya Vasudevan Moorthy, Non Executive Director

Brief description of terms of reference

The Committee has the following powers and responsibilities including but not limited to

1. To discharge the Board's responsibilities relating to compensation to the Company's Executive Directors.
2. To approve and evaluate the Executive Director's compensation plans, policies and programmes of the Company
3. To formulate, administer and adopt the Employees' Stock Option Plan (ESOP) of the Company
4. To determine the quantum of option to be granted under an ESOP per employee and the total number in aggregate.

-
5. To determine at such intervals, as the Committee considers appropriate, the persons to whom shares or options may be granted.
 6. To decide the conditions under which option vested in employees may lapse in case of termination of employment for misconduct.
 7. To determine the exercise period within which the employee should exercise the option and that the option would lapse on failure to exercise the option within the exercise period.
 8. To determine the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of the employee.
 9. To determine the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period.
 10. To determine the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issue, bonus issue, merger, sale of division and others. In this regard the following shall be taken into consideration by the committee-
 - i. The number and the price of the ESOP shall be adjusted in a manner such that the total value of the ESOP remains the same after the corporate action.
 - ii. For this purpose global best practices in this area including the procedures followed by the derivatives markets in India and abroad shall be considered.
 11. To determine the grant, vest and exercise of option in case of employees who are on long leave.
 12. To determine the procedure for cashless exercise of options.
 13. To construe and interpret the plan and to establish, amend and revoke rules and regulations for its administration. The Compensation Committee may correct any defect, omission or inconsistency in the plan or option and/or vary/amend the terms to adjust to the situation that may arise.
 14. To approve the transfer of the shares in the name of the employee at the time of exercise of options by such employee under ESOP.
 15. To review and approve any disclosures in the annual report or elsewhere in respect of compensation policies or directors' compensation.
 16. To obtain such outside or professional advice as it may consider necessary to carry out its duties
 17. To invite any employee or such document as it may deem fit for exercising of its functions.
 18. To attend to such matters with respect to the remuneration of senior and other employees as may be submitted to it by the Managing Director.
 19. To attend to any other responsibility as may be entrusted by the Board.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The current composition of the Stakeholders Relationship Committee is as follows:

-
- Mr. K.G. Krishnamurthy, Chairman of the Committee and Independent Director
 - Mr. R. Vasudevan, Managing Director
 - Mr. V. Mohan, Independent Director

Brief description of terms of reference

The Committee has the following powers and responsibilities including but not limited to

1. Transfer/ Transmission of shares
2. Issue of duplicate share certificate
3. Review of dematerialized shares and all related matters
4. Non receipt of Annual Report and dividend
5. Monitors expeditious redressed of investors grievance
6. All others matters related to shares/Debentures

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The current composition of the Corporate Social Responsibility Committee is as Follows:

- R. Vasudevan, Chairman of the Committee and Managing Director
- Mr. V. Mohan, Independent Director
- Ms. Sowmya Vasudevan Moorthy, Non Executive Director

Brief description of terms of reference

1. Frame, review and recommend changes to the CSR Policy and / or associated activities of the Company.
2. Monitor the adherence by the Company with the CSR Policy.
3. Ensure that the Company is taking appropriate measures to undertake CSR activities as mentioned in the CSR Policy.
4. Review and recommend the amount of expenditure by the Company on the various CSR activities.
5. The CSR Committee shall have access to any internal information necessary to fulfill its oversight role. The CSR Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
6. Perform other activities related to this Charter as requested by the Board of Directors or to address issues related to any significant subject within its term of reference.

E. RISK MANAGEMENT COMMITTEE

The current composition of the Risk Management Committee is as follows:

- Mr. R Kannan Chairman and Independent Director
 - R. Vasudevan, Managing Director
 - Mr. V. Mohan, Independent Director
1. review the risk identification and management process developed by management to confirm it is consistent with the Corporation's strategy and business plan;
 2. review management's assessment of risk at least annually and provide an update to the Board in this regard;
 3. inquire of management and the independent auditor about significant business, political, financial and control risks or exposure to such risk;
 4. oversee and monitor management's documentation of the material risks that the Corporation faces and update as events change and risks shift;
 5. assess the steps management has implemented to manage and mitigate identifiable risk, including the use of hedging and insurance;
 6. oversee and monitor management's review, at least annually, and more frequently if necessary, of the Corporation's policies for risk assessment and risk management (the identification, monitoring, and mitigation of risks); and
 7. review the following with management, with the objective of obtaining reasonable assurance that financial risk is being effectively managed and controlled:
 - i. management's tolerance for financial risks;
 - ii. management's assessment of significant financial risks facing the Corporation;
 - iii. the Corporation's policies, plans, processes and any proposed changes to those policies for controlling significant financial risks; and
 - iv. to review with the Corporation's counsel, legal matters which could have a material impact on the Corporation's public disclosure, including financial statements.

F. RIGHTS ISSUE COMMITTEE

The current composition of the Rights Issue Committee is as follows:

- Mr. V. Mohan, Chairman and Independent Director
- Mr. R Kannan Independent Director
- R. Vasudevan, Managing Director

Rights Issue Committee is authorized to do all such acts, deeds and things in relation to the Rights Issue, in its absolute discretion, deems fit and proper in the best interests of the Company, without requiring any further approval of the Board or the equity



Vascon Engineers Limited

CIN: L70100MH1986PLC038511

Registered Office: 15/16, Hazari Baugh, L.B.S. Marg, Vikhroli,
Mumbai-400083

Corporate Office: Vascon Weikfield Chambers, Behind Hotel Novotel,
Opposite Hyatt Hotel, Pune - Nagar Road, Pune-411014.

shareholders of the Company, and be and is hereby authorized to give effect to these resolutions, including, without limitation, the following:

1. offer, issue and allot the Rights Equity Shares or any/all of them, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion, including inter alia, (a) terms for issue of additional Rights Equity Shares and for disposal of Rights Equity Shares which are not subscribed to by issuing them to banks/financial institutions/mutual funds or otherwise, (b) terms as are provided in domestic and/or international offerings of this nature, and, (c) terms and conditions in connection with payment of interest, dividend, voting rights, premium and redemption or early redemption, conversion into equity shares, pricing, variation of the price or period of conversion, and/or finalizing the objects of the Rights Issue and the monitoring of the same;
2. approve, finalize and execute any offer document, (including inter alia any draft letter of offer, offering circular, registration statement, prospectus or placement document), and to approve and finalize any term sheets in this regard;
3. approve, finalize and execute any number of powers of attorney;
4. approve, finalize and execute agreements and documents, including lock-up letters, agreements in connection with the creation of any security, and agreements in connection with the appointment of any intermediaries and/or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s)/merchant banker(s), guarantor(s), depository(s), custodian(s), stabilizing agent(s), escrow collection bank(s) or banker(s) to the Rights Issue, advisor(s), registrar(s), paying and conversion agent(s), trustee(s), and other intermediaries as required), and to pay any fees, commission, costs, charges and other outgoings in connection therewith;
5. to provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time, to amend or modify any of the above agreements powers or documents, as required;
6. seek any consents and approvals, including, inter alia, the consent from the Company's lenders, parties with whom the Company has entered into agreements with, and from concerned statutory and regulatory authorities;
7. determine and fix a record date for determining the holders of equity shares eligible to participate in the Rights Issue;
8. file requisite documents with the SEBI, stock exchanges, the Government of India, the



Vascon Engineers Limited

CIN: L70100MH1986PLC038511

Registered Office: 15/16, Hazari Baugh, L.B.S. Marg, Vikhroli,
Mumbai-400083

Corporate Office: Vascon Weikfield Chambers, Behind Hotel Novotel,
Opposite Hyatt Hotel, Pune - Nagar Road, Pune-411014.

Reserve Bank of India, and any other statutory and/or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;

9. seeking the listing of the Rights Equity Shares on any stock exchange/s, submitting the listing application to such stock exchange/s and taking all actions that may be necessary in connection with obtaining such listing approvals, (both in principle and final approvals);
10. open one or more bank accounts(inter-alia including resident and nonresident escrow collection and refund accounts) in the name of the Company in Indian currency or foreign currency(ies) as required, subject to requisite approvals from Reserve Bank of India, if any, and the director/s and/or officer/s of the Company as authorized by the Board who shall be authorized to sign and execute the application form and other documents required for opening the said account/s, to operate the said account/s, and to give such instructions including closure thereof as may be required and deemed appropriate by the said signatories, and that the said bank/s be and is/are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid signatories on behalf of the Company;
11. affix the common seal of the Company, as required, on any agreement, undertaking, deed or other document, in the presence of anyone or more of the directors of the Company or anyone or more of the officers of the Company as may be authorized by the Board in accordance with the Articles of the Association of the Company;
12. do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or arise in regard to or in connection with any such offer, issue or allotment of Rights Equity Shares and utilization of the Rights Issue proceeds;
13. settle any issues, questions, difficulties or doubts that may arise;
14. finalize the basis of allotment of the Rights Equity Shares on the basis of the bids/applications and over-subscription thereof as received;
15. acceptance and appropriation of the proceeds of the issue of the Rights Equity Shares; and
16. further authorize any committee and/or director/s and/or officer/s of the Company to seek the aforementioned consents and approvals, and/or to execute and/or file the above documents and/or to carry out any/all of the aforesaid actions.