

# Corporate Governance Report

## ANNEXURE I

Format to be submitted by listed entity on quarterly basis

BSE: Scrip Code: 533156

NSE SCRIP CODE: VASCONEQ

1. Name of Listed Entity **Vascon Engineers Limited**
2. Quarter and Year Ended: **March 31, 2019**

### I. Composition of Board of Directors

Title	Name of the Director	DIN	Category	Date of Appointment in current term/cessation	Tenure	No. of Directorship in listed entities including this listed entity	Number of memberships in Audit and Stakeholder Committee (s) including this listed entity	No. of Post of Chairperson in Audit/Stakeholder Committee (s) including this listed entity
Mr.	R. Vasudevan	00013519	Executive Chairman	01.01.1986		1	2	0
Mr.	Siddharth Vasudevan Moorthy	02504124	Managing Director	29.3.2018		1	0	0
Mr.	V. Mohan	00071517	Independent Director	06.03.2007	60	2	4	1
Mr.	K. G. Krishnamurthy	00012579	Independent Director	21.06.2006	60	3	6	2
Ms.	Sowmya Vasudevan Moorthy	06470039	Non Executive Director	31.03.2015		1	0	0
Mr.	Mukesh Satpal Malhotra	00129504	Independent Director	17.05.2016	60	1	2	1

### II. Composition of Committees

Name of Committee	Name of Committee Members	Category
1. Audit Committee	Mukesh Satpal Malhotra	Chairman & Non-Executive, Independent Director
	R. Vasudevan	Executive Director
	K. G. Krishnamurthy	Non-Executive, Independent Director
	V. Mohan	Non-Executive, Independent Director

2. Nomination & Remuneration Committee	K. G. Krishnamurthy	Chairman & Non-Executive, Independent Director
	V. Mohan	Non-Executive, Independent Director
	Sowmya Vasudevan Moorthy	Non Executive, Non-Independent Director
	Mukesh Satpal Malhotra	Non-Executive, Independent Director
3. Stakeholders Relationship Committee	K. G. Krishnamurthy	Chairman & Non-Executive, Independent Director
	R. Vasudevan	Executive Director
	V. Mohan	Non-Executive, Independent Director
	Mukesh Satpal Malhotra	Non-Executive, Independent Director
4. Corporate Social Responsibility Committee	R. Vasudevan	Chairman and Executive Director
	V. Mohan	Non-Executive, Independent Director
	Sowmya Vasudevan Moorthy	Non Executive Non-Independent Director

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
November 2, 2018	January 18, 2019	76 days
	February 13, 2019	25 days

### IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee	13.2.2019	Yes	31.10.2018	104
Nomination & Remuneration Committee	13.2.2019	Yes	2.11.2018	102
Stakeholders Relationship Committee	13.2.2019	Yes	2.11.2018	102
Corporate Social Responsibility Committee	13.2.2019	Yes	2.11.2018	102

### V. Related Party Transactions: Details of related party transaction is as under:

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

(Renting of Residential Premises from Vatsalya Enterprises Private Limited situated at Woods, Koregaon Park, Pune on a Monthly Rental of Rupees three lakhs for three years)

Annexure I		
I. Affirmations		
Sr	Subject	Compliance Status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	N A
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors	Yes

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr. No	Subject	Compliance Status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web Address
1	Details of business	Yes		<a href="http://www.vascon.com">www.vascon.com</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.vascon.com">www.vascon.com</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.vascon.com">www.vascon.com</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.vascon.com">www.vascon.com</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.vascon.com">www.vascon.com</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.vascon.com">www.vascon.com</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.vascon.com">www.vascon.com</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://www.vascon.com">www.vascon.com</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.vascon.com">www.vascon.com</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.vascon.com">www.vascon.com</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.vascon.com">www.vascon.com</a>
12	Financial results	Yes		<a href="http://www.vascon.com">www.vascon.com</a>

13	Shareholding pattern	Yes		<a href="http://www.vascon.com">www.vascon.com</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		-
15	New name and the old name of the listed entity	NA		-

Annexure II				
II. Annual Affirmations				
Sr. No	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholders Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management Committee	21(1),(2),(3) & (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6) & (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr. No</b>	<b>Subject</b>	<b>Compliance Status (Yes/No)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

**For Vascon Engineers Limited**

**Sd/-**

**Vibhuti Dani**  
**Company Secretary & Compliance Officer**