

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - VASCON ENGINEERS LIMITED
2. Quarter ending - MARCH 2020

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chair person /Executive/Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	VASUDE VAN RAMAMOORTHY	00013519	AANPR6769E	C & ED		01-Jan-1986	01-Apr-2018			26-Jul-1952	NA		1	0	2	0	AC,SC	
Mr.	SIDDHARTH	02504124	AGXPV1695F	ED	MD	29-Mar-	01-Apr-			20-	NA		1	0	0	0		

	VASUDE VAN MOORTH Y					2018	2018			D ec - 19 85								
Mr.	V. MOHAN	0007 1517	AAIPM 2345L	ID		06- Mar- 2007	23- Sep- 2019		66	06 - M ay - 19 51	NA		2	2	4	3	AC,SC ,NRC	
Mr.	K. G. KRISHNA MURTHY	0001 2579	AAHP K4870 D	ID		21- Jun- 2006	23- Sep- 2019		66	29 - A pr - 19 56	NA		2	2	4	1	AC,SC ,NRC	
Mr.	MUKESH SATPAL MALHOT RA	0012 9504	AAZP M6536 E	ID		17- May- 2016	17- May- 2016		46	12 - Ju n- 19 52	NA		1	1	2	0	AC,SC ,NRC	
Mrs.	SOWMY A ADITYA IYER	0647 0039	ATKP M7923 M	NED		31- Mar- 2015	31- Mar- 2015			11 - N ov - 19 89	NA		1	0	0	0	NRC	

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	V. MOHAN	ID	Chairperson	19-Sep-2007	

2	K. G. KRISHNAMURTHY	ID	Member	07-Nov-2015	
3	MUKESH SATPAL MALHOTRA	ID	Member	09-Feb-2017	
4	VASUDEVAN RAMAMOORTHY	C & ED	Member	17-Feb-2007	

Company Remarks	.Mr. K. G. Krishnamurthy, Chairperson of Stakeholders Relationship Committee on account of unavoidable circumstance couldnt attend the meeting and so members present elected Mr. V. Mohan as the Chairperson of the meeting.
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	V. MOHAN	ID	Member	11-Jun-2007	
2	VASUDEVAN RAMAMOORTHY	C & ED	Member	11-Jun-2007	
3	K. G. KRISHNAMURTHY	ID	Chairperson	12-Aug-2014	
4	MUKESH SATPAL MALHOTRA	ID	Member	09-Feb-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	No

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	K. G. KRISHNAMURTHY	ID	Chairperson	12-Aug-2014	
2	MUKESH SATPAL MALHOTRA	ID	Member	09-Feb-2017	
3	SOWMYA ADITYA IYER	NED	Member	07-Nov-2015	
4	V. MOHAN	ID	Member	11-Jun-2007	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
24-Oct-2019	31-Jan-2020	Yes	5	2
12-Dec-2019		Yes	3	1

Company Remarks	
Maximum gap between any two consecutive	49

(in number of days)	
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iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	24-Oct-2019		Yes	3	2
Audit Committee		31-Jan-2020	Yes	3	2
Nomination & Remuneration Committee	24-Oct-2019		Yes	2	2
Nomination & Remuneration Committee		31-Jan-2020	Yes	3	2
Stakeholders Relationship Committee	24-Oct-2019		Yes	3	2
Stakeholders Relationship Committee		31-Jan-2020	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	98

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	COMPANY HAS UNDER CSR ACTIVITIES CONTRIBUTEDA SUM OF RS. 20 LAKHS, TOWARDS THE ACTIVITIES OF SKILL DEVELOPMENT FOR BOYS AND GIRLS IN THE RURAL AREAS AND ALSO FORSETTING UP A SKILL DEVELOPMENT INSTITUTE IN PUNE JURISDICTION, TO UDAY GUJAR FOUNDATION (NGO REGISTERED UNDER SECTION 8 OF THE COMPANIES ACT).MR. R VASUDEVAN,CHAIRMAN OFVASCON ENGINEERS LIMITEDISALSO A DIRECTOR INUDAY GUJAR FOUNDATION.
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VI. **Affirmations**

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**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. 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**
4. 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**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : **Vibhuti Dani**
Designation : **Company Secretary and Compliance Officer**

ANNEXURE II

Format 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			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.vascon.com
Terms and conditions of appointment of independent directors	Yes		www.vascon.com
Composition of various committees of board of directors	Yes		www.vascon.com
Code of conduct of board of directors and senior management	Yes		www.vascon.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.vascon.com
Criteria of making payments to non-executive directors	Yes		www.vascon.com
Policy on dealing with related party transactions	Yes		www.vascon.com
Policy for determining 'material' subsidiaries	Yes		www.vascon.com
Details of familiarization programs imparted to independent	Yes		www.vascon.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor	Yes		www.vascon.com
Contact information of the designated officials of the listed entity	Yes		www.vascon.com
Financial results	Yes		www.vascon.com
Shareholding pattern	Yes		www.vascon.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional	Yes		www.vascon.com
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.vascon.com
Credit rating or revision in credit rating obtained by the entity for all	Yes		www.vascon.com
Separate audited financial statements of each subsidiary of the	Yes		www.vascon.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.vascon.com
Materiality Policy as per Regulation 30	Yes		www.vascon.com
Dividend Distribution policy as per Regulation 43A (as applicable)	Not Applicable		
It is certified that these contents on the website of the listed entity	Yes		www.vascon.com
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	

<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	

<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : **VIBHUTI DANI**
Designation : **Company Secretary & Compliance Officer**