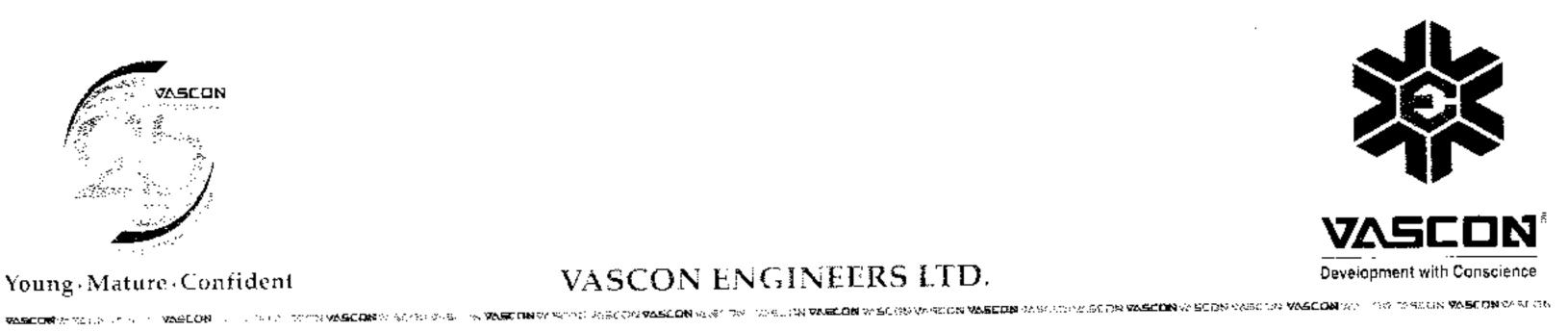


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VASCON ENGINEERS LTD.



Quarterly Compliance Report on Corporate Governance

Name of the Company: Vascon Engineers Limited

Quarter ending on: June 30,2013

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 (1)		
(A) Composition of Board	49(IA)	Yes	<u> </u>
(B) Non executive Directors' compensation & disclosures	49 (18)	Yes	Only sitting fees are paid to Non-executive Directors.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	! !
D) Code of Conduct	(49 (ID)	Yes	
II. Audit Committee	49 (II)		
(A)Qualified & Independent Audit Committee	49 (IIA)	Yes	
(8)Meeting of Audit Committee	49 (IIB)	Yes	<u> </u>
(C)Powers of Audit Committee	49 (IIC)	Yes	· · · · · · · · · · · · · · · · · · ·
(D)Role of Audit Committee	49 II(D)	Yes	
(E)Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	<u> </u>
(C) Board Oisclosures	49 (IV C)	Yes	<u> </u>
(D) Proceeds from public issues, rights	49 (IV D)	Yes	<u> </u>
- Remun⊐ration of Directors	49 (1V E)	Yes	Already Complied in the Annual Report for the financial year ended 31/03/2012 and will be Complied in the Annual Report for the financial year ended 31/03/2013
(F) Management	49 (IV F)	Yes	Already Complied in the Annual Report for the financial year ended 31/03/2012 and will be Complied in the Annual Report for the financial year ended 31/03/2013

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VASCON ENGINEERS LTD.

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(G) Shareholders	49 (IV G)	Yes	Already Complied in the
	!	İ	Annual Report for the financial
	· }		year ended 31/03/2012 and
	:		will be Complied in the Annual
	i : : :	:	Report for the financial year ended 31/03/2013
V.CEO/CFO Certification	49 (V)	Yes	-
VI. Report on Corporate Governance	49 (VI)	Yes	Already Complied in the Annual Report for the financial year ended 31/03/2012 and will be Complied in the Annual Report for the financial year ended 31/03/2013
VII. Compliance	49 (VII)	Yes	Already Complied in the Annual Report for the financial year ended 31/03/2012 and will be Complied in the Annual Report for the financial year ended 31/03/2013

Note:

- The details under each head shall be provided to incorporate all the information required as per the
 provisions of the Clause 49 of the Listing Agreement.
- 2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 Lof the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (IV A).
- 3) in the remarks column, reasons for non-compliance may be indicated, for example, in case of constraint related to circulation of information to the shareholders, which would be done only in the ASM/EGM, it might be indicated in the "Remarks" column as "will be complied with at the AGM" similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

For Vascon Engineers Limited

Company Secretary & Compliance officer

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