

1. Name of Listed Entity **-Vascon Engineers Limited**
2. Quarter ending **- 30-June-2021**

**i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Tenure	Date of Birth	Whether special resolution passed?	No. of Directors in listed entities including this listed entity	No of Independent Directors 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
Mr.	Vasudevan Ramamoorthy	00013519	C & ED		01-Jan-1986	01-Apr-2018		26-Jul-1952	NA	1	0	2	0	AC,SC
Mr.	Siddharth Vasudevan Moorthy	02502124	ED	MD	29-Mar-2018	01-Apr-2018		20-Dec-1985	NA	1	0	2	0	AC,SC
Mr.	V Mohan	00071517	ID		06-Mar-2007	23-Sep-2019	81	06-May-1951	NA	2	2	4	2	AC,SC,NRC
Mr.	K G Krishnmurthy	00012579	ID		21-Jun-2006	23-Sep-2019	81	29-Apr-1956	NA	3	3	4	3	AC,SC,NRC
Mr.	Mukesh Satpal Malhotra	00129504	ID		17-May-2016	17-May-2016	61	12-Jun-1952	NA	1	1	2	0	AC,SC,NRC
Mr.	Santosh Sundararajan	00015229	ED	CEO	31-May-2021	31-May-2021		15-Dec-1976	NA	1	0	0	0	
Mrs.	Sowmya Vasudevan Moorthy	06470039	NED		31-Mar-2015	31-Mar-2015		11-Nov-1989	NA	1	0	0	0	NRC

Company Remarks	1.Mr. Vasudevan Ramamoorthy has been elevated as Chairman Emeritus of the Company and will cease to be Executive Chairman & Whole Time Director of the Company w.e.f. June 01, 2021. Mr. Vasudevan Ramamoorthy will not be a part of the Board and Mr. V Mohan, Independent Director of the Company will be appointed as Chairman of the Board w.e.f. June 01, 2021 in place of Mr. Vasudevan Ramamoorthy.2. Mr. Mukesh Malhorta has been re-appointed for second term of five years from May 17, 2021.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

**ii. Composition of Committees**

**a. Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	V. MOHAN	ID,C & NED	Chairperson	19-Sep-2007	
2	K. G. KRISHNAMURTHY	ID	Member	07-Nov-2015	
3	MUKESH SATPAL MALHOTRA	ID	Member	09-Feb-2017	
4	SIDDHARTH VASUDEVAN MOORTHY	ED	Member	31-May-2021	
5	VASUDEVAN RAMAMOORTHY	ED	Member	17-Feb-2007	31-May-2021

Company Remarks	
Whether Permanent chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	K. G. KRISHNAMURTHY	ID	Chairperson	12-Aug-2014	
2	SIDDHARTH VASUDEVAN MOORTHY	ED	Member	31-May-2021	
3	MUKESH SATPAL MALHOTRA	ID	Member	09-Feb-2017	
4	V. MOHAN	ID,C & NED	Member	11-Jun-2007	
5	VASUDEVAN RAMAMOORTHY	ED	Member	11-Jun-2007	31-May-2021

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

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

**d. Nomination and Remuneration Committee**

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

Company Remarks	
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>
03-Feb-2021	31-May-2021	Yes	6	3
23-Mar-2021	28-Jun-2021	Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days)	68

**iv. Meeting of Committees**

<b>Name of the Committee</b>	<b>Date(s) of meeting during of the committee in the previous quarter</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Number of Directors present</b>	<b>Number of independent directors present</b>
Audit Committee	03-Feb-2021		Yes	4	3
Audit Committee		31-May-2021	Yes	4	3
Nomination & Remuneration Committee	03-Feb-2021		Yes	3	3
Nomination & Remuneration Committee		11-May-2021	Yes	3	2
Nomination & Remuneration Committee		31-May-2021	Yes	4	3
Stakeholders Relationship Committee	03-Feb-2021		Yes	4	3

Stakeholders Relationship Committee		31-May-2021	Yes	4	3
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Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	116

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes / No /NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Not Applicable	
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	1.Board of Directors of the Company upon recommendation of Audit Committee approved entering into a lease agreement for Company Guest house in Mumbai with Mr. R. Vasudevan, Executive Chairman of the Company at a monthly rent of Rs. 1.75 lacs w.e.f April 01, 2021. 2. Board of Directors also approved sale/transfer of its partial holdings in Ajanta Enterprises AOP to its wholly owned subsidiary Marvel Enterprises Private Limited
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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**
  - 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 & Compliance Officer**