

1. Name of Listed Entity **-Vascon Engineers Limited**  
2. Quarter ending **- 31-March-2023**

**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 the director is disqualified?	Whether special resolution passed?	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
Mr.	Mukesh Satpal Malhotra	00129504	ID,C & NED		17-May-2016	17-May-2021	82	12-Jun-1952	No	NA	1	1	2	0	AC,SC,NRC
Mr.	Siddharth Vasudevan Moorthy	02504124	ED	MD	29-Mar-2018	01-Apr-2018	0	20-Dec-1985	No	NA	1	0	2	0	AC,SC
Mr.	Kulumani Gopalratnamkrishnamurthy	00012579	ID		21-Jun-2006	23-Sep-2019	102	29-Apr-1956	No	NA	5	5	9	4	AC,SC,NRC
Mr.	Sankaramahalingam Balasubramanian	06622735	ID		26-Nov-2021	28-Sep-2022	16	07-May-1966	No	NA	1	1	0	0	
Ms.	Tara Subramaniam	07654007	ID		03-Mar-2023	03-Mar-2023	1	07-Sep-1952	No	NA	3	3	6	2	AC,SC
Mr.	Santosh Pursram Sundararajan	00015229	ED	CEO	31-May-2021	28-Sep-2021	0	15-Dec-1976	No	NA	1	0	0	0	
Mrs.	Sowmya Aditya Iyer	06470039	NED		31-Mar-2015	31-Mar-2015	0	11-Nov-1989	No	NA	1	0	0	0	NRC

Company Remarks	We have considered all public limited companies whether listed or not for determining no. of memberships & Chairmanships in Audit / Stakeholder Committee(s).
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	MUKESH SATPAL MALHOTRA	ID,C & NED	Member	09-Feb-2017	-
2	SIDDHARTH VASUDEVAN MOORTHY	ED	Member	31-May-2021	-
3	K. G. KRISHNAMURTHY	ID	Chairperson	07-Nov-2015	-
4	TARA SUBRAMANIAM	ID	Member	03-Mar-2023	-

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	MUKESH SATPAL MALHOTRA	ID,C & NED	Member	09-Feb-2017	-
3	SIDDHARTH VASUDEVAN MOORTHY	ED	Member	31-May-2021	-
4	TARA SUBRAMANIAM	ID	Member	03-Mar-2023	-

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. KRISHNAMURTHY	ID	Chairperson	12-Aug-2014	
2	MUKESH SATPAL MALHOTRA	ID,C & NED	Member	09-Feb-2017	
3	SOWMYA ADITYA IYER	NED	Member	07-Nov-2015	

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>Total Number of Directors as on date of the meeting</b>	<b>Number of Directors present (All directors including Independent Director)</b>	<b>No. of Independent Directors attending the meeting</b>
07-Nov-2022	30-Jan-2023	Yes	6	5	2
	03-Mar-2023	Yes	7	6	3
	28-Mar-2023	Yes	7	5	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	83

**iv. Meeting of Committees**

<b>Name of the Committee</b>	<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Total Number of Directors in the Committee as on date of the meeting</b>	<b>Number of Directors present (All directors including Independent Director)</b>	<b>Number of Independent directors attending the meeting</b>	<b>Number of Members attending the Meeting (Other than Board of Directors)</b>
Audit Committee	07-Nov-2022	Yes	3	3	2	0

Audit Committee	30-Jan-2023	Yes	3	3	2	0
Nomination & Remuneration Committee	07-Nov-2022	Yes	3	3	2	0
Nomination & Remuneration Committee	30-Jan-2023	Yes	3	3	2	0
Nomination & Remuneration Committee	03-Mar-2023	Yes	3	3	2	0
Stakeholders Relationship Committee	07-Nov-2022	Yes	3	3	2	0
Stakeholders Relationship Committee	30-Jan-2023	Yes	3	2	1	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	83

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes / No /NA)</i>	<i>Remark</i>
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	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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. a. This report and /or the report submitted in the previous quarter has been placed before Board of Directors.- **Yes**
  - b. b. Any comments / observations / advice of Board of Directors may be mentioned here:

**Name** : **SARITA AHUJA**  
**Designation** : **Company Secretary & Compliance Officer**

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		<a href="https://www.vascon.com/investors/faqs">https://www.vascon.com/investors/faqs</a>
Terms and conditions of appointment of independent directors	Yes		<a href="https://www.vascon.com/investors/services">https://www.vascon.com/investors/services</a>
Composition of various committees of board of directors	Yes		<a href="https://www.vascon.com/investors/corporate-">https://www.vascon.com/investors/corporate-</a>
Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.vascon.com/investors/services">https://www.vascon.com/investors/services</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.vascon.com/investors/services">&gt;&gt;</a>
Criteria of making payments to non-executive directors	Yes		<a href="https://www.vascon.com/investors/services">&gt;&gt;</a>
Policy on dealing with related party transactions	Yes		<a href="https://www.vascon.com/investors/services">&gt;&gt;</a>
Policy for determining 'material' subsidiaries	Yes		<a href="https://www.vascon.com/investors/services">&gt;&gt;</a>
Details of familiarization programs imparted to independent directors	Yes		<a href="https://www.vascon.com/investors/services">&gt;&gt;</a>
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.vascon.com/contact">https://www.vascon.com/contact</a>
Contact information of the designated officials of the listed entity who are	Yes		<a href="https://www.vascon.com/contact">&gt;&gt;</a> Investors Services
Financial results	Yes		<a href="https://www.vascon.com/investors/quarterly-financials-">https://www.vascon.com/investors/quarterly-financials-</a>
Shareholding pattern	Yes		<a href="https://www.vascon.com/investors/shares-information">https://www.vascon.com/investors/shares-information</a>
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 investors simultaneously with submission to stock exchange	Yes		<a href="https://www.vascon.com/investors/quarterly-financials-presentations">&gt;&gt;</a> Presentations
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		<a href="https://www.vascon.com/investors/services">&gt;&gt;</a>
Credit rating or revision in credit rating obtained by the entity for all	Yes		<a href="https://www.vascon.com/investors/corporate-updates">https://www.vascon.com/investors/corporate-updates</a>
Separate audited financial statements of each subsidiary of the listed entity in	Yes		<a href="https://www.vascon.com/investors/balancesheet">&gt;&gt;</a>
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.vascon.com/investors/services">https://www.vascon.com/investors/services</a>
Materiality Policy as per Regulation 30	Yes		<a href="https://www.vascon.com/investors/services">&gt;&gt;</a>
Dividend Distribution policy as per Regulation 43A (as applicable)	Not Applicable		
It is certified that these contents on the website of the listed entity are correct.	Yes		<a href="https://www.vascon.com/investors/services">https://www.vascon.com/investors/services</a>
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>
<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 &amp; 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 &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; 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>	21(3A)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) &	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)	Not Applicable	
<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 &amp; 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	

<b>Other Information</b>	
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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**

<b>Other Information</b>	
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**Name** : **SARITA AHUJA**  
**Designation** : **Company Secretary & Compliance Officer**

#### ANNEXURE IV

##### (A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
0	0	0	0	0	0	0	0

##### (B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

##### (C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

##### (D) If the Listed Entity would like to provide any other information the same may be indicated here

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#### Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

<b>Company Remarks in case of non-compliant status</b>	
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**Name:** Somnath Biswas

**Designation:** Chief Financial Officer

**Place:** PUNE

**Date:** 21-Apr-2023