

# ANNEXURE I

## Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Vascon Engineers Limited**
2. Quarter ending - **September 30, 2020**

### 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 | 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 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 | Memberships in Committees of the Company |
|------------------|-----------------------------|----------|---|--------------|-----------------------------|---------------------|--------|------------------------------------|------------------------------------|---|--|---|--|--|
| Mr               | VASUDEVAN RAMAMOORTHY       | 00013519 | C & ED  |              | 01-Jan-1986                 | 01-Apr-2018         |        | NA                                 |                                    | 1   | 0  | 2   | 0  | AC,SC                                    |
| Mr               | SIDDHARTH VASUDEVAN MOORTHY | 02504124 | ED  | MD           | 29-Mar-2018                 | 01-Apr-2018         |        | NA                                 |                                    | 1   | 0  | 0   | 0  | NA                                       |
| Mr               | V. MOHAN                    | 00071517 | ID  |              | 06-Mar-2007                 | 23-Sep-2019         | 72     | NA                                 |                                    | 2   | 2  | 4   | 2  | AC,SC,NRC                                |
| Mr               | K. G. KRISHNAMURTHY         | 00012579 | ID  |              | 21-Jun-2006                 | 23-Sep-2019         | 72     | NA                                 |                                    | 2   | 2  | 4   | 3  | AC,SC,NRC                                |
| Mr               | MUKESH SATPAL MALHOTRA      | 00129504 | ID  |              | 17-May-2016                 | 17-May-2016         | 72     | NA                                 |                                    | 1   | 1  | 2   | 0  | AC,SC,NRC                                |
| Mrs.             | SOWMYA ADITYA IYER          | 06470039 | NED   |              | 31-Mar-2015                 | 31-Mar-2015         |        | 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       | MUKESH SATPAL MALHOTRA | ID       | Member                 | 09-Feb-2017      |                |
| 2       | VASUDEVAN RAMAMOORTHY  | C & ED   | Member                 | 17-Feb-2007      |                |
| 3       | V. MOHAN               | ID       | Chairperson            | 19-Sep-2007      |                |
| 4       | K. G. KRISHNAMURTHY    | ID       | Member                 | 07-May-2005      |                |

|   |     |
|---|-----|
| Company Remarks                         |     |
| Whether Permanent chairperson appointed | Yes |

#### b. Stakeholders Relationship Committee

| Sr. No. | Name of the Director   | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|------------------------|----------|------------------------|------------------|----------------|
| 1       | MUKESH SATPAL MALHOTRA | ID       | Member                 | 09-Feb-2017      |                |
| 2       | VASUDEVAN RAMAMOORTHY  | C & ED   | Member                 | 11-Jun-2007      |                |

|   |                     |    |             |             |  |
|---|---------------------|----|-------------|-------------|--|
| 3 | V. MOHAN            | ID | Member      | 11-Jun-2007 |  |
| 4 | K. G. KRISHNAMURTHY | ID | Chairperson | 12-Aug-2014 |  |

|   |     |
|---|-----|
| 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> |
|----------------|-----------------------------|-----------------|-------------------------------|-------------------------|-----------------------|
|----------------|-----------------------------|-----------------|-------------------------------|-------------------------|-----------------------|

|   |  |
|---|--|
| 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              | MUKESH SATPAL MALHOTRA      | ID              | Member                        | 09-Feb-2017             |                       |
| 2              | SOWMYA ADITYA IYER          | NED             | Member                        | 07-Nov-2015             |                       |
| 3              | V. MOHAN                    | ID              | Member                        | 11-Jun-2007             |                       |
| 4              | K. G. KRISHNAMURTHY         | ID              | Chairperson                   | 12-Aug-2014             |                       |

|   |     |
|---|-----|
| 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> |
|--|--|--|------------------------------------|--|
| 12-Jun-2020  | 14-Jul-2020  | Yes                                      | 6                                  | 3  |
| 01-May-2020  | 18-Aug-2020  | Yes                                      | 6                                  | 3  |

|   |    |
|---|----|
| Company Remarks   |    |
| Maximum gap between any two consecutive (in number of days) | 41 |

**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                     | 12-Jun-2020   | 14-Jul-2020  | Yes   | 4                                  | 3  |
| Audit Committee                     | 12-Jun-2020   | 18-Aug-2020  | Yes   | 4                                  | 3  |
| Nomination & Remuneration Committee |   | 14-Jul-2020  | Yes   | 4                                  | 3  |
| Nomination & Remuneration Committee |   | 29-Aug-2020  | Yes   | 3                                  | 3  |
| Stakeholders Relationship Committee | 12-Jun-2020   | 18-Aug-2020  | Yes   | 4                                  | 3  |

|  |    |
|--|----|
| Company Remarks  |    |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 41 |

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 | Not Applicable                       |               |

|   |  |
|---|--|
| Disclosure of notes on related party transactions and<br>Disclosure of notes of material related party transactions | <b>Board of Directors of the Company upon recommendation of Audit Committee and Nomination and Remuneration Committee of the Company approved payment of Rs. 5 crores as one time Ex-Gratia to Mr. Vasudevan Ramamoorthy, Executive Chairman of the Company.</b> |
|---|--|

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 DARSHIN DANI**  
**Designation :** **Company Secretary & Compliance Officer**

**ANNEXURE III**

**Affirmations**

| <i>Broad Heading</i>   | <i>Regulation Number</i>             | <i>Compliance Status</i> | <i>Company Remark</i> |
|--|--------------------------------------|--------------------------|-----------------------|
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2)                                | Yes                      |                       |
| Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes                      |                       |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting   | 19(3)                                | Yes                      |                       |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting  | 20(3)                                | Yes                      |                       |
| Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes                      |                       |

**Name :** **VIBHUTI DARSHIN DANI**  
**Designation :** **Company Secretary & Compliance Officer**