

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

1. Name of listed entity : VEEJAY LAKSHMI ENGINEERING WORKS LIMITED

2. Quarter ending : March 31, 2020

## I. Composition of Board of Directors

| Title (Mr./Ms.) | Name of Director         | PAN & DIN                         | Category                      | Initial Date of Appointment | Date of Re-Appointment | Date of cessation | Tenure (Ind. Director s) Months | Date of Birth | No. of director ship in listed entities, incl this listed entity Reg 25(1), 17A(1) | No. of Independent director ship in listed entities, incl this listed entity | No. of membership s in Audit /stakeholder Committees | No. of post of Chairperson in Audit / Stakeholder committee held in listed entities incl this entity Reg 26(1) |
|-----------------|--------------------------|-----------------------------------|-------------------------------|-----------------------------|------------------------|-------------------|---------------------------------|---------------|--|--|--|--|
| Mr              | V. J. Jayaraman          | PAN: ADSPJ0096J<br>DIN: 000137340 | Chairman<br>Nonexecutive      | 25-08-2015                  |                        |                   |                                 | 12-03-1942    | 1  |  | Nil  | Nil  |
| Mr              | J. Anand                 | PAN: ACBPA4631L<br>DIN: 00137425  | Executive                     | 01-10-2016                  | 01-10-2019             |                   |                                 | 23-09-1971    | 1  |  | Nil  | Nil  |
| Mr              | N.M. Anantha padmanabhan | PAN : AAXPA9084H<br>DIN: 00014436 | Nonexecutive -<br>Independent | 25-09-2014                  | 25-09-2019             |                   | 66                              | 10-03-1935    | 1  | 1  | 2  | 2  |
| Mr              | N. Athimoolam Naidu      | PAN : NRI<br>DIN: 01410988        | Nonexecutive -<br>Independent | 25-09-2014                  | 25-09-2019             |                   | 66                              | 19-04-1943    | 1  | 1  | Nil  | Nil  |
| Mr              | B. Sriram                | PAN: ARRPS6016J<br>DIN: 00151097  | Nonexecutive -<br>Independent | 25-09-2014                  | 25-09-2019             |                   | 66                              | 18-12-1970    | 1  | 1  | 2  | Nil  |
| Mr              | D. Ranganathan           | PAN: ACKPR5617A<br>DIN: 00137566  | Executive                     | 24-06-2016                  | 24-06-2019             |                   |                                 | 28-04-1952    | 1  |  | 2  | Nil  |
| Ms              | Arthi Anand              | PAN: ABRPA8936B<br>DIN: 07151584  | Non-executive                 | 30-03-2015                  |                        |                   |                                 | 11-05-1977    | 1  |  | Nil  | Nil  |
| Mr              | K. Narendra              | PAN: AAGPN1354A<br>DIN: 00412219  | Nonexecutive -<br>Independent | 25-12-2015                  |                        |                   | 51                              | 24-09-1951    | 1  | 1  | 1  | Nil  |

Whether regular Chairperson appointed : Yes

Whether Chairperson is related to Managing Director / C E O : Yes

\* Tenure would mean total period from which Independent Director is serving on Board of Directors in continuity without cooling of period.

## II. Composition of Committees

| Name of Committee                           | Whether regular Chair person appointed | Name of committee Members   | Category (Chairperson, executive/Non-executive/ Independent / Nominee) | Date of Appointment                                  | Date of cessation |
|---|--|---|--|--|-------------------|
| 1 Audit Committee                           | Yes                                    | N.M. Ananthapadmanabhan<br>D. Ranganathan<br>B. Sriram<br>K. Narendra | Independent<br>Executive<br>Independent<br>Independent                 | 22-01-2016<br>22-01-2016<br>22-01-2016<br>22-01-2016 |                   |
| 2 Nomination & Remuneration Committee       | Yes                                    | N.M. Ananthapadmanabhan<br>N. Athimoolam Naidu<br>B. Sriram           | Independent<br>Independent<br>Independent                              | 05-11-2015<br>05-11-2015<br>05-11-2015               |                   |
| 3 Risk management Committee (if applicable) |  | NA  |  |  |                   |
| 4 Stakeholders Relationship Committee       | Yes                                    | N.M. Ananthapadmanabhan<br>D. Ranganathan<br>B. Sriram                | Independent<br>Executive<br>Independent                                | 05-11-2015<br>05-11-2015<br>05-11-2015               |                   |

## III. Meeting of Board of Directors

| Date(s) of meeting in the previous quarter | Date(s) of Meeting in relevant quarter | Whether requirement of quorum met | Number of Directors present | Number of Independent Directors present | Maximum gap between any two consecutive meetings (No. of days) |
|--|--|-----------------------------------|-----------------------------|---|--|
| 13-11-2019                                 | 13-02-2020                             | Yes                               | 8                           | Yes                                     | 91   |

## IV. Meeting of Committees

| Date(s) of Meeting of the committee in relevant quarter | Whether requirement of quorum met (details) | Number of Directors present | Number of independent Directors present | Date(s) of meeting of the Committee in the previous quarter | Maximum gap between any two consecutive meetings |
|---|---|-----------------------------|---|---|--|
| Audit Committee : 13-02-2020                            | Yes - 2 members                             | 4                           | 3                                       | 13-11-2019  | 91   |
| Nomination and Remuneration Committee : 29-05-2019      | Yes - 2 members                             | 3                           | 2                                       | Nil   |  |
| Share Transfer Committee                                |   |                             |   |   |  |

## V. Related Party Transactions

| Subject  | Compliance status (Yes/No/NA) |
|--|-------------------------------|
| Whether prior approval of Audit Committee obtained   | Yes                           |
| Whether shareholder approval obtained for material RPT   | Yes                           |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                           |

## VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - Audit Committee, b. Nomination and Remuneration Committee, c. Stakeholders Relationship Committee, d. Risk management Committee (applicable top 100 listed companies)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- 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
- This report and / or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments / observations / advice of the Board of Directors are mentioned here:  
The previous report was placed before the Board of Directors at the Meeting on 13-02-2020. The Board noted the same.

Name & Designation : V.K.SWAMINATHAN  
Company Secretary / Compliance Officer

| I. Disclosure on website in terms of Listing Regulations  |                                      |  |
|---|--------------------------------------|--|
| ITEM  | Compliance status<br>(Yes / No / NA) | If You provide link to website. If No / NA provide reasons |
| <b>As per regulation 46(2) of the LODR</b>  |                                      |  |
| a)Details of business   | Yes                                  | www.veejaylakshmi.co                                       |
| b)Terms and conditions of appointment of Independent directors  | Yes                                  |  |
| c)Composition of various committees of board of directors   | Yes                                  |  |
| d)Code of conduct of directors and senior management personnel  | Yes                                  |  |
| e)Details of establishment of vigil mechanism / whistle blower policy   | Yes                                  |  |
| f)Criteria of making payments to non-executive directors  | Yes                                  |  |
| g)Policy on dealing with related party transactions   | Yes                                  |  |
| h)Policy for determining 'material' subsidiaries  | Yes                                  |  |
| i)Details of familiarisation programs imparted to independent directors   | Yes                                  |  |
| j) Email address for grievance redressal and other relevant details   | Yes                                  |  |
| k)Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances                           | Yes                                  |  |
| l)E mail addresses for grievance redressal and other relevant details   | Yes                                  |  |
| l)Financial results   | Yes                                  |  |
| m)Shareholding pattern  | Yes                                  |  |
| n)Details of agreements entered into with media companies / their associates  | NA                                   | No agreements  |
| o)Schedule of analyst or institutional investor meet and presentations made by the listed entity  | NA                                   | No meets   |
| p)New name and old name of the listed entity  | NA                                   | No change  |
| q)Advertisements as per regulation 47 (1)   | Yes                                  |  |
| r)Credit rating or revision in credit rating obtained by the entity for all its outstandi   | Yes                                  | No outstanding instruments                                 |
| s)Separate audited financial statements of each subsidiary of the listed entity in  | NA                                   | No subsidiary  |
| <b>As per other regulations of the LODR</b>   |                                      |  |
| a) Whether company has provided information under separate section on its website as per regulation 46(2)   | Yes                                  |  |
| b) Materiality policy as per regulation 30  | Yes                                  |  |
| c) Dividend distribution policy as per regulation 43A (as applicable)   | NA                                   | No dividend decln.   |
| It is certified that these contents on the website of the listed entity are correct.  |                                      |  |
| <b>II. Annual Affirmations</b>  |                                      |  |
| Particulars   | Regulation Numb                      | Compliance status<br>(Yes / No / NA)                       |
| Independent directors have been appointed in terms of specified criteria of 'independence'and / or 'eligibility'  | 16(1)(b) &25(6)                      | Yes  |
| Board Composition   | 17(1), 17(1A), &                     | Yes  |
| Meeting of Board of Directors   | 17(2)                                | Yes  |
| Quorum of board meeting   | 17(2A)                               | Yes  |
| Review of compliance reports  | 17(3)                                | Yes  |
| Plans for orderly succession for appointments   | 17(4)                                | Yes  |
| Code of conduct   | 17(5)                                | Yes  |
| Fees / compensation   | 17(6)                                | Yes  |
| Minimum information   | 17(7)                                | Yes  |
| Compliance certificate  | 17(8)                                | Yes  |
| Risk assessment & management  | 17(9)                                | NA   |
| Performance evaluation of independent directors   | 17(10)                               | Yes  |
| Recommendation of board   | 17(11)                               | Yes  |
| Maximum number of directorship  | 17A                                  | Yes  |
| Composition of audit committee  | 18(1)                                | Yes  |
| Meeting of Audit Committee  | 18(2)                                | Yes  |
| Composition of nomination & remuneration committee  | 19(1) & (2)                          | Yes  |
| Quorum of nomination & remunerationcommittee  | 19(2A)                               | Yes  |
| Composition of stakeholder relationship committee   | 20(1) &(20(2A))                      | Yes  |
| Quorum of stakeholder relationship committee  | 20 (3A)                              | NA   |
| Composition and role of risk management committee   | 21(1), (2), (3), (4)                 | NA   |
| Meeting of risk management committee  | 21(3A)                               | NA   |
| Vigil machanism   | 22                                   | Yes  |
| Policy for related party transaction  | 23(1),(5),(6),(7) &                  | Yes  |
| Prior or omnibus approval of Audit Committee for all related party transactions   | 23(2) & (3)                          | Yes  |
| Approval for material related party transactions  | 23(4)                                | NA   |
| Disclosure of related party transactions on consolidated basis.   | 23(9)                                | Yes  |
| Composition of board of directors of unlisted material subsidiary   | 24(1)                                | NA   |
| Other corporate governance requirements with respect to subsidiary of listed entity   | 24(2),(3),(4),(5) &                  | NA   |
| Annual secretarial compliance report  | 24(A)                                | Yes  |
| Alternate director to independent director  | 25(1)                                | Yes  |
| Maximum directorship and tenure   | 25(1) & (2)                          | Yes  |
| Meeting of independent directors  | 25(3) & (4)                          | Yes  |
| Familiarisation of independent directors  | 25(7)                                | Yes  |
| Declaration from Independent director   | 25(8), (9)                           | Yes  |
| Directors and officers insurance  | 25(10)                               | NA   |
| Memberships in committees   | 26(1)                                | Yes  |
| Affirmation with compliance to code of conduct from members of board of directors and senior management   | 26(3)                                | Yes  |
| Disclosure of shareholding by nonexecutive directors  | 26(4)                                | Yes  |
| Policy with respect to Obligations of directors and senior management   | 26(2) & (5)                          | Yes  |
| <b>III Affirmations :</b>   |                                      |  |
| The Listed Entity has approved Material subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. |                                      |  |
| V.K.Swaminathan<br>Company Secretary / Compliance Officer   |                                      |  |