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**VIKAS WSP LIMITED**

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B-86/87, Udyog Vihar, RIICO, Industrial Area

Sriganganagar - 335 002 / INDIA

CIN : L24139HR1988PLC030300

E-mail : vikasvegan@yahoo.com , website : www.vikaswsp Ltd.in

Telephone : 91(154)2494512/2494552 Fax : 91(154)2494361/2475376

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**April 01, 2017****To****The General Manager,  
Bombay Stock Exchange  
Corporate Relation Department,  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Mumbai - 400001****Ref: Vikas WSP Limited (Scrip Code-519307)****Subject:** -Compliance Report on Corporate Governance under Regulation 27(?) of the SFBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 for the quarter ended as on March 31, 2017.**Dear Sir/Madam,**

Pursuant to Regulation 27(2) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, please find attached herewith the Compliance Certificate on Corporate Governance for the quarter ended as on March 31, 2017.

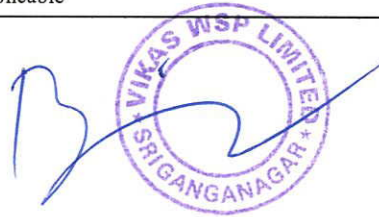
Kindly take the above information on record.

Thanking You,


**Yours Faithfully,****For VIKAS WSP LIMITED****Bajrang Dass Jindal**  
Managing Director  
00036553  
123, Vinoba Basti  
Sriganganagar 335001**Encl:** As above

**General information about company**

|                                 |                   |
|---------------------------------|-------------------|
| Scrip code                      | 519307            |
| Name of the entity              | Vikas WSP Limited |
| Date of start of financial year | 01-04-2016        |
| Date of end of financial year   | 31-03-2017        |
| Reporting Quarter               | Yearly            |
| Date of Report                  | 31-03-2017        |
| Risk management committee       | Applicable        |



|  |    |
|--|----|
| <b>Annexure I</b>  |    |
| <b>Annexure I to be submitted by listed entity on quarterly basis</b>                |    |
| <b>I. Composition of Board of Directors</b>  |    |
| Disclosure of notes on composition of board of directors explanatory                 |    |
| Is there any change in information of board of directors compare to previous quarter | No |

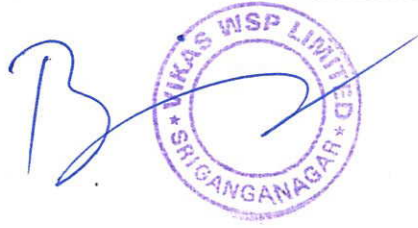
**Annexure 1**

**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

Is there any change in information of committees compare to previous quarter No

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A handwritten signature in blue ink, consisting of a large 'B' followed by a stylized flourish, is written over a purple circular stamp. The stamp contains the text 'VIKAS WSP LIMITED' at the top and 'SRIGANGANAGAR' at the bottom, with two small stars on either side of the bottom text.

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
|----|---|--|---|
| 1  | 17-11-2016  |  |   |
| 2  | 14-12-2016  |  | 26  |
| 3  | 21-12-2016  |  | 6   |
| 4  |   | 03-01-2017   | 12  |
| 5  |   | 03-02-2017   | 30  |
| 6  |   | 14-02-2017   | 10  |
| 7  |   | 21-03-2017   | 34  |

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory

| Sr | Name of Committee                         | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
|----|---|---|--|-------------------------------------|---|--|-------------------------|
| 1  | Audit Committee                           | 14-02-2017  | Yes  | ALL MEMBERS WERE PRESENT            | 14-12-2016  | 61   |                         |
| 2  | Nomination and remuneration committee     | 14-02-2017  | Yes  | ALL MEMBERS WERE PRESENT            | 14-12-2016  |  |                         |
| 3  | Stakeholders Relationship Committee       | 14-02-2017  | Yes  | ALL MEMBERS WERE PRESENT            | 14-12-2016  |  |                         |
| 4  | Risk Management Committee                 | 14-02-2017  | Yes  | ALL MEMBERS WERE PRESENT            | 14-12-2016  |  |                         |
| 5  | Corporate Social Responsibility Committee | 14-02-2017  | Yes  | ALL MEMBERS WERE PRESENT            | 14-12-2016  |  |                         |

**Annexure 1**

**V. Related Party Transactions**

| Sr | Subject  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|-------------------------------|--|
| 1  | Whether prior approval of audit committee obtained   | Yes                           |  |
| 2  | Whether shareholder approval obtained for material RPT   | Yes                           |  |
| 3  | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                           |  |


## Annexure 1

### VI. Affirmations

| Sr | Subject  | Compliance status<br>(Yes/No) |
|----|--|-------------------------------|
| 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                           |
| 3  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                           |
| 4  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                   | Yes                           |
| 5  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | Yes                           |
| 6  | 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                           |
| 7  | 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                           |
| 8  | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.   | Yes                           |



## Annexure II

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

### I. Disclosure on website in terms of Listing Regulations

| Sr | Item  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address         |
|----|---|-------------------------------|--|---------------------|
| 1  | Details of business   | Yes                           |  | www.vikaswsp Ltd.in |
| 2  | Terms and conditions of appointment of independent directors            | Yes                           |  | www.vikaswsp Ltd.in |
| 3  | Composition of various committees of board of directors                 | Yes                           |  | www.vikaswsp Ltd.in |
| 4  | Code of conduct of board of directors and senior management personnel   | Yes                           |  | www.vikaswsp Ltd.in |
| 5  | Details of establishment of vigil mechanism/ Whistle Blower policy      | Yes                           |  | www.vikaswsp Ltd.in |
| 6  | Criteria of making payments to non-executive directors                  | Yes                           |  | www.vikaswsp Ltd.in |
| 7  | Policy on dealing with related party transactions                       | Yes                           |  | www.vikaswsp Ltd.in |
| 8  | Policy for determining 'material' subsidiaries                          | Yes                           |  | www.vikaswsp Ltd.in |
| 9  | Details of familiarization programmes imparted to independent directors | Yes                           |  | www.vikaswsp Ltd.in |


**Annexure II**

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

**I. Disclosure on website in terms of Listing Regulations**

| Sr | Item  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address         |
|----|---|-------------------------------|--|---------------------|
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes                           |  | www.vikaswsp Ltd.in |
| 11 | email address for grievance redressal and other relevant details  | Yes                           |  | www.vikaswsp Ltd.in |
| 12 | Financial results   | Yes                           |  | www.vikaswsp Ltd.in |
| 13 | Shareholding pattern  | Yes                           |  | www.vikaswsp Ltd.in |
| 14 | Details of agreements entered into with the media companies and/or their associates   | NA                            |  |                     |
| 15 | New name and the old name of the listed entity  | NA                            |  |                     |



## Annexure II

### II. Annual Affirmations

| Sr | Particulars   | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|-------------------|-------------------------------|--|
| 1  | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(b)  | Yes                           |  |
| 2  | Board composition   | 17(1)             | Yes                           |  |
| 3  | Meeting of Board of directors   | 17(2)             | Yes                           |  |
| 4  | Review of Compliance Reports  | 17(3)             | Yes                           |  |
| 5  | Plans for orderly succession for appointments   | 17(4)             | Yes                           |  |
| 6  | Code of Conduct   | 17(5)             | Yes                           |  |
| 7  | Fees/compensation   | 17(6)             | Yes                           |  |
| 8  | Minimum Information   | 17(7)             | Yes                           |  |
| 9  | Compliance Certificate  | 17(8)             | Yes                           |  |
| 10 | Risk Assessment & Management  | 17(9)             | Yes                           |  |

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