

# Action Construction Equipment Ltd.

Corporate & Regd. Office

Dudhola Link Road, Dudhola, Distt, Palwal - 121102, Haryana, India



## Corporate Governance Report

### Action Construction Equipment Limited

Quarter ended: March, 2016

I. Composition of Board of Directors								
Title (Mr. Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non Executive/ Independent / Nominee)	Date of appointment in the current term / cessation	Tenure	No. of directorship in listed entities including this listed entity	Number 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
Mr.	Vijay Agarwal	AAZPA6461C 00057634	Chairman & Managing Director	01/10/2015		1	1	NIL
Mrs	Mona Agarwal	AANPA6595R 00057653	Executive Director	01/10/2015		1	NIL	NIL
Mr.	Sorab Agarwal	AENPA0418H 00057666	Executive Director	01/10/2015		1	1	NIL
Ms.	Surbhi Garg	AGTPG2415J 01558782	Executive Director	12/11/2011		1	NIL	NIL
Mr.	Subhash Chander Verma	AAEPV1937D 00098019	Independent Director	25/09/2015	5 Years	1	2	1
Mr.	Girish Narain	AAEPM4191N 00059311	Independent Director	25/09/2015	5 Years	4	4	3



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Mr.	Mehra Keshav Chandra Agrawal	AFSPA5333F 00098143	Independent Director	25/09/2015	5 Years	1	NIL	NIL
Mr.	Amar Singal	AAUPS9551N 00035903	Independent Director	25/09/2015	5 Years	1	2	1

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Mr. Subhash Chander Verma Mr. Girish Narain Mehra Dr. Amar Singal Mr. Vijay Agarwal	Chairperson Independent Director Independent Director Executive Director
2. Nomination & Remuneration committee	Dr. Amar Singal Mr. Subhash Chander Verma Mr. Girish Narain Mehra	Chairperson Independent Director Independent Director
3. Risk Management Committee (if applicable)	N. A	
4. Stakeholders Relationship Committee	Dr. Amar Singal Mr. Subhash Chander Verma Mr. Sorab Agarwal	Chairperson Independent Director Executive Director

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
6 <sup>th</sup> November, 2015	6 <sup>th</sup> February, 2016 15 <sup>th</sup> March, 2016	91 Days

## IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether 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

1. Audit Committee -06.02.2016	Yes	06.11.2015	91 Days
2. Nomination & Remuneration Committee-06.02.2016	Yes	06.11.2015	91 Days
3. Meeting of independent Director : 06.02.2016	Yes		

**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**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
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.
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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

**Action Construction Equipment Limited**

  
**Yashika**  
**Company Secretary**



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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</b>	
	<i>(Yes/No/NA) refer note</i>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Na	
New name and the old name of the listed entity	Na	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>
		<i>(Yes/No/NA) refer note below</i>
Independent director(s) have been appointed in terms of specified criteria of independence	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	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)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Na
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	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)	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) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes



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Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Not:**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

**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.

Name & Designation

*Yashika*

Company Secretary / Compliance Officer / Managing Director / CEO

