

Corporate Governance Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: **VENKATESHWARA INDUSTRIAL PROMOTION CO. LTD**

2. Quarter ending: **31/03/2023**

Annexure 1

Composition of Board of Directors

| Title | Name of the Director | Category | Initial Date of Appointment | Date of Appointment in Current Term (Date of Re-appointment) | Date of Cessation | Tenure of Director (in months) | 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. | NIKHIL CHANDRA SAHA | Executive Director, Not Applicable | 08/04/2019 | | | 0 | 1 | 2 | 0 |
| Mr | PINTU DEY | Non-Executive - Independent Director, Chairperson | 08/04/2019 | | | 45 | 1 | 2 | 1 |
| Mr. | BIKI DEY | Executive Director, Not Applicable | 30/07/2022 | | | 0 | 1 | 0 | 0 |
| Mr. | DIPAK CHOUDHARY | Non-Executive - Independent Director, Not Applicable | 10/11/2020 | | | 18 | 1 | 2 | 1 |
| Mrs. | PINKI GUPTA | Non-Executive - Independent Director, Not Applicable | 20/03/2013 | | | 18 | 1 | 1 | 0 |

Composition of Committees

| Audit Committee | | | |
|----------------------------------|--|----------------------------|--------------------------|
| Name of Committee members | Category | Date of Appointment | Date of Cessation |
| PINTU DEY | Non-Executive -Independent Director, Chairperson | 08/04/2019 | |
| DIPAK CHOUDHARY | Non-Executive -Independent Director, Member | 10/11/2020 | |
| PINKI GUPTA | Non-Executive -Independent Director, Member | 20/03/2013 | |
| NIKHIL CHANDRA SAHA | Executive Director, Member | 08/04/2019 | |

| Nomination & Remuneration Committee | | | |
|--|--|----------------------------|------------------|
| Name of Committee members | Category | Date of Appointment | Cessation |
| PINTU DEY | Non-Executive -Independent Director, Member | 08/04/2019 | |
| DIPAK CHOUDHARY | Non-Executive -Independent Director, Member | 10/11/2020 | |
| PINKI GUPTA | Non-Executive -Independent Director, Chairperson | 20/03/2013 | |

| Stakeholders Relationship Committee | | | |
|--|--|----------------------------|------------------|
| Name of Committee members | Category | Date of Appointment | Cessation |
| Nikhil Chandra Saha | Executive Director, Member | 08/04/2019 | |
| DIPAK CHOUDHARY | Non-Executive -Independent Director, Chairperson | 10/11/2020 | |
| PINTU DEY | Non-Executive -Independent Director, Member | 08/04/2019 | |

| Risk Management Committee | | | |
|----------------------------------|-----------------|----------------------------|------------------|
| Name of Committee members | Category | Date of Appointment | Cessation |

| Corporate Social Responsibility Committee | | | |
|--|-----------------|----------------------------|------------------|
| Name of Committee members | Category | Date of Appointment | Cessation |

| Other Committee | | |
|----------------------------------|--------------------------------|-----------------|
| Name of Committee members | Name of other Committee | Category |

Meeting of Board of Directors

| Dates of Meeting | Maximum gap between any two consecutives in number of days | Whether Quorum requirement met (Yes/No) | No of Directors Present | No of Independent Director |
|-------------------------|---|--|--------------------------------|-----------------------------------|
| 11/11/2022 | 0 | Yes | 5 | 3 |
| 07/02/2022 | 87 | Yes | 5 | 3 |

Meeting of Committees

| Committee Name | Dates of Meeting | Maximum gap between any two consecutives in number of days | Name of other Committee | Whether Quorum requirement met (Yes/No) | No of Directors Present | No of Independent Director |
|------------------------------------|-------------------------|---|--------------------------------|--|--------------------------------|-----------------------------------|
| Audit Committee | 11/11/2022 | 0 | 0 | Yes | 4 | 3 |
| Audit Committee | 07/02/2023 | 87 | 0 | Yes | 4 | 3 |
| Stakeholder Relationship Committee | 07/02/2023 | 0 | 0 | Yes | 3 | 2 |

Related Party Transactions

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

Affirmations

| Subject | Compliance Status (Yes/No) |
|---|----------------------------|
| The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination & remuneration committee | Yes |
| The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee | Yes |
| 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) | No |
| 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 |
| 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 |
| This report and/or the report submitted in the previous quarter have been placed before Board of Directors | Yes |

Annexure I Signatory Details

| Annexure I Signatory Details | |
|------------------------------|--|
| Name of Signatory | Ekta Kedia |
| Designation of Person | Company Secretary & Compliance Officer |

Annexure 2

Website Affirmations

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

| | | | | |
|----|--|-----|--|---|
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | https://www.vipcl.in/index.html |
| 11 | email address for grievance redressal and other relevant details | Yes | | https://www.vipcl.in/index.html |
| 12 | Financial results | Yes | | https://www.vipcl.in/index.html |
| 13 | Shareholding pattern | Yes | | https://www.vipcl.in/index.html |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | | |
| 15 | 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 | NA | | |
| 16 | New name and the old name of the listed entity | NA | | |
| 17 | Advertisements as per regulation 47(1) | Yes | | https://www.vipcl.in/index.html |
| 18 | Credit rating or revision in credit rating obtained | NA | | |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | NA | | |
| 20 | Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | | https://www.vipcl.in/index.html |
| 21 | Materiality Policy as per Regulation 30 | Yes | | https://www.vipcl.in/index.html |
| 22 | Dividend Distribution policy as per Regulation 43A (as applicable) | NA | | |
| 23 | It is certified that these contents on the website of the listed entity are correct | Yes | | https://www.vipcl.in/index.html |

| Annual Affirmations | | | |
|---|--------------------------|--------------------------------------|--|
| Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of Non-Compliance |
| Independent director(s) 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) & 17(1B) | Yes | |
| Meeting of Board of directors | 17(2) | Yes | |
| Quorum for 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 Directorships | 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 & Remuneration Committee meeting | 19(2A) | Yes | |
| Meeting Nomination & Remuneration Committee | 19(3A) | Yes | |
| Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | Yes | |
| Meeting of Stakeholder Relationship Committee | 20(3A) | Yes | |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | NA | |
| Meeting of Risk Management Committee | 21(3A) | NA | |
| Vigil Mechanism | 22 | Yes | |

| | | | |
|---|--------------------------------|-----|--|
| Policy for related party Transaction | 23(1),(1A), (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 | |
| 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) & (6) | NA | |
| Annual Secretarial Compliance Report | 24(A) | Yes | |
| Alternate Director to Independent Director | 25(1) | NA | |
| Maximum Tenure | 25(2) | Yes | |
| Meeting of independent directors | 25(3) & (4) | Yes | |
| Familiarization of independent directors | 25(7) | Yes | |
| Declaration from Independent Directors | 25(8) & (9) | Yes | |
| D & O Insurance for Independent Directors | 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 personnel | 26(3) | Yes | |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | NA | |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |

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|--------------------------|--|
| Signatory Details | |
| Name of Signatory | Ekta Kedia |
| Designation | Company Secretary & Compliance Officer |