

**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: **31/12/2022**

**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, Chairperson	08/04/2019			0	1	0	0
Mr	PINTU DEY	Non-Executive - Independent Director	08/04/2019			42	1	1	0
Mr.	DIPAK CHOUDHARY	Non-Executive - Independent Director	10/11/2020			12	1	1	0
Mr s.	PINKI GUPTA	Non-Executive - Independent Director	20/03/2013			12	1	1	0
Mr.	BIKI RAY	Executive Director	30/07/2022			0	1	0	0

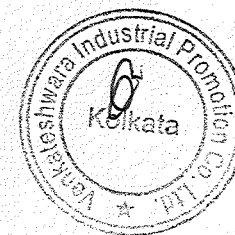


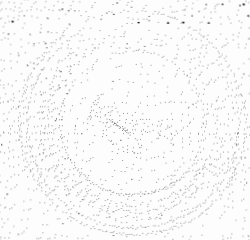


### Composition of Committees

<b>Audit Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
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	

<b>Nomination &amp; Remuneration Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date of Appointment</b>	<b>Cessation</b>
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	



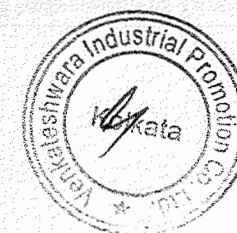


<b>Stakeholders Relationship Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date of Appointment</b>	<b>Cessation</b>
Nikhil Chandra Saha	Executive Director, Member	08/04/2019	
DIPAK CHOUDHARY	Non-Executive -Independent Director, Chairperson	10/11/2020	
PINTU DEY	Non-Executive -Independent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

<b>Risk Management Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date of Appointment</b>	<b>Cessation</b>

<b>Corporate Social Responsibility Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date of Appointment</b>	<b>Cessation</b>

<b>Other Committee</b>		
<b>Name of Committee members</b>	<b>Name of other Committee</b>	<b>Category</b>



### 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
30/07/2022	0	Yes	3	3
22/08/2022	22	Yes	5	3
11/11/2022	80	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	30/07/2022	0	0	Yes	4	3
Audit Committee	11/11/2022	103	0	Yes	4	3

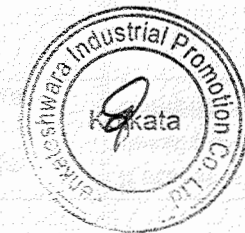
### Related Party Transactions

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

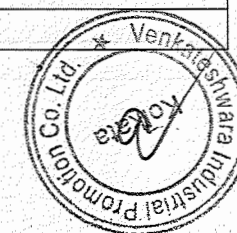
Subject	Compliance Status (Yes/No)
The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit 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)	Yes
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 2

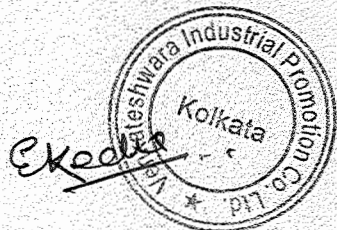
Website Affirmations

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)		
Board composition	17(1), 17(1A) & 17(1B)		
Meeting of Board of directors	17(2)		
Quorum for Board Meeting	17(2A)		
Review of Compliance Reports	17(3)		
Plans for orderly succession for appointments	17(4)		
Code of Conduct	17(5)		
Fees compensation	17(6)		
Minimum Information	17(7)		
Compliance Certificate	17(8)		
Risk Assessment & Management	17(9)		
Performance Evaluation of Independent Directors	17(10)		
Recommendation of Board	17(11)		
Maximum number of Directorships	17A		
Composition of Audit Committee	18(1)		
Meeting of Audit Committee	18(2)		
Composition of nomination & remuneration committee	19(1) & (2)		
Quorum of Nomination & Remuneration Committee meeting	19(2A)		
Meeting Nomination & Remuneration Committee	19(3A)		
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)		
Meeting of Stakeholder Relationship Committee	20(3A)		
Composition and role of risk management committee	21(1),(2),(3),(4)		
Meeting of Risk Management Committee	21(3A)		



Vigil Mechanism	22		
Policy for related party Transaction	23(1),(1A), (5),(6), (7) & (8)		
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)		
Approval for material related party transactions	23(4)		
Disclosure of related party transactions on consolidated basis	23(9)		
Composition of Board of Directors of unlisted material Subsidiary	24(1)		
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)		
Annual Secretarial Compliance Report	24(A)		
Alternate Director to Independent Director	25(1)		
Maximum Directorship	25(2)		
Meeting of independent directors	25(3) & (4)		
Familiarization of independent directors	25(7)		
Declaration from Independent Directors	25(8) & (9)		
D & O Insurance for Independent Directors	25(10)		
Memberships in Committees	26(1)		
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)		
Disclosure of Shareholding by Non-Executive Directors	26(4)		
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)		

**FOR VENKATESHWARA INDUSTRIAL PROMOTION CO. LIMITED**



**EKTA KEDIA**  
**Company Secretary**  
**M.No. A53273**