

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE I.

Name of Listed Entity : VST INDUSTRIES LIMITED
Quarter Ended : 30th September, 2022

I. Composition of Board of Directors												
Title (Mr./ Ms.)	Name of the Director	DOB	Category	Initial date of appointme nt	Date of re- appointm ent	Date of cessation	Tenure (in months)	No. of Directors hip in listed entities including this listed entity	No. of Independent Directorships in listed entities including this listed entity	No. of memberships in Audit/Stakeh older Committee(s) including this listed entity	No. of post of Chairperson in Audit /Stakeholder Committee held in listed entities including this listed entity	Remarks
Mr.	Aditya Deb Gooptu	21.5.1971	Executive	1.12.2020	27.7.2021	-	-	1	0	1	0	
Mr.	Naresh Kumar Sethi	13.5.1966	Non-Executive – Non Independent	14.12.2018	29.7.2020	-	-	1	0	1	0	
Mr.	S. Thirumalai	2.9.1948	Non Executive – Non Independent	26.7.2019	27.7.2021	-	-	1	0	2	0	
Ms.	Rama Bijapurkar	12.3.1957	Non Executive - Independent	1.4.2019	28.8.2019	-	42	5	5	5	2	
Mr.	Sudip Bandyopadhyay	6.4.1964	Non Executive - Independent	1.6.2019	28.8.2019	-	40	3	2	6	4	
Mr.	Rajiv Gulati	21.2.1957	Non Executive - Independent	26.7.2019	28.8.2019	-	39	1	1	2	0	



II. Composition of Committees				
Name of Committee	Name of Committee Members	Category	Date of Appointment	Date of Cessation
1. Audit Committee	Mr. Sudip Bandyopadhyay	Chairman – Non Executive Independent	01.06.2019	-
	Ms. Rama Bijapurkar	Member – Non-Executive - Independent	01.06.2019	-
	Mr. Rajiv Gulati	Member - Non Executive – Independent	28.08.2019	-
	Mr. S. Thirumalai	Member – Non Executive – Non Independent	26.07.2019	-
2. Nomination & Remuneration Committee	Ms. Rama Bijapurkar	Chairperson – Non Executive – Independent	28.08.2019	-
	Mr. Sudip Bandyopadhyay	Member – Non-Executive - Independent	01.06.2019	-
	Mr. Rajiv Gulati	Member – Non Executive - Independent	28.08.2019	-
	Mr. Naresh Kumar Sethi	Member – Non Executive – Non Independent	01.06.2019	-
3. Stakeholders Relationship Committee	Ms. Rama Bijapurkar	Chairperson – Non-Executive - Independent	01.06.2019	-
	Mr. Rajiv Gulati	Member – Non Executive - Independent	28.08.2019	-
	Mr. Naresh Kumar Sethi	Member – Non Executive – Non Independent	01.06.2019	-
	Mr. S. Thirumalai	Member - Non Executive – Non Independent	26.07.2019	-
	Mr. Aditya Deb Gooptu	Member – Executive	01.12.2020	-
4. Corporate Social Responsibility Committee	Mr. Rajiv Gulati	Chairman – Non Executive - Independent	28.08.2019	-
	Ms. Rama Bijapurkar	Member – Non-Executive - Independent	01.06.2019	-
	Mr. Naresh Kumar Sethi	Member – Non-Executive – Non Independent	01.06.2019	-
	Mr. S. Thirumalai	Member - Non Executive – Non Independent	26.07.2019	-
	Mr. Aditya Deb Gooptu	Member – Executive	01.12.2020	-
5. Risk Management Committee	Mr. Sudip Bandyopadhyay	Chairman – Non Executive – Independent	01.06.2019	-
	Ms. Rama Bijapurkar	Member – Non Executive - Independent	01.06.2019	-
	Mr. Naresh Kumar Sethi	Member – Non Executive – Non Independent	28.08.2019	-
	Mr. S. Thirumalai	Member – Non Executive – Non Independent	26.07.2019	-
	Mr. Aditya Deb Gooptu	Member - Executive	21.12.2020	-
	Mr. Anish Gupta	Management Representative -Chief Financial Officer	24.01.2019	-
	Mr. Kalyan Basu	Management Representative-President Mktng	24.01.2019	-
	Mr. S. Sriram	Management Representative-VP Technical	24.01.2019	-



III. Meeting of Board of Directors				
Date of Meeting in the previous quarter	Date of Meeting in the relevant quarter	Maximum gap between any two consecutive meetings in number of days	No. of Directors present * (including Independent Directors)	No. of Independent Directors attended the Meeting *
26.4.2022	29.7.2022	93 days	6	3

IV. Meeting of Committees							
Date of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Date of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days	Total No. of Directors as on the date of the Meeting	No. of Directors (All directors including Independent Directors)	No. of Independent Directors attended the Meeting *	No. of Members attending the meeting (Other than Board of Directors)
Audit Committee							
29.7.2022	Yes	26.4.2022	93 days	4	4	3	0
Stakeholders Relationship Committee							
29.7.2022	Yes	26.4.2022	93 days	5	5	2	0
Nomination & Remuneration Committee							
18.7.2022	Yes	26.4.2022	82 days	4	4	3	0
Risk Management Committee							
18.7.2022	Yes	-	-	5	5	2	3

* Current quarter only

V. Related Party Transactions	
Subject	Compliance Status
Whether prior approval of audit committee obtained	Yes
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



VI. Affirmations

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
 - b. Nomination & Remuneration Committee Yes
 - c. Stakeholders Relationship Committee Yes
 - d. Risk Management Committee Yes
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. Yes
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. Yes
5. This report will be placed before the Board of Directors, at their next meeting scheduled in November, 2022

ANNEXURE III**Affirmations**

<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance Status</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholders Relationship Committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes



Additional Half Yearly Disclosure

I. Disclosure of Loans/guarantees/comfort letters/securities etc. – Applicable			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee/comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			
II. Affirmations			
Affirmations			Compliance Status
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s).			Yes
Name	Anish Gupta		
Designation	CFO		
Place	Hyderabad		
Date	13-10-2022		

For VST INDUSTRIES LIMITED

PHANI K. MANGIPUDI
COMPANY SECRETARY AND
VICE PRESIDENT-LEGAL & SECRETARIAL

Place: Hyderabad
Date: 13th October, 2022

