

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE I

Name of Listed Entity : VST INDUSTRIES LIMITED
Quarter Ended : 31st December, 2023

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.	AdityaDeb 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	29.7.2022	-	-	1	0	1	0	
Mr.	Thirumalai Sampathkumaran	2.9.1948	Non Executive – Non Independent	26.7.2019	21.8.2023	-	-	1	0	2	0	
Ms.	Rama Bijapurkar	12.3.1957	Non Executive - Independent	1.4.2019	1.4.2019	-	57	6	6	6	2	
Mr.	Sudip Bandyopadhyay	6.4.1964	Non Executive - Independent	1.6.2019	1.6.2019	-	55	3	1	5	1	
Mr.	Rajiv Gulati	21.2.1957	Non Executive - Independent	26.7.2019	26.7.2019	-	54	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. Thirumalai Sampathkumaran	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. Thirumalai Sampathkumaran	Member - Non Executive – Non Independent	26.07.2019	-
	Mr. AdityaDeb 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. Thirumalai Sampathkumaran	Member - Non Executive – Non Independent	26.07.2019	-
	Mr. AdityaDeb 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. Thirumalai Sampathkumaran	Member – Non Executive – Non Independent	26.07.2019	-
	Mr. AdityaDeb 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 *
14.7.2023	17.10.2023	79 days	6	3
29.7.2023	-		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							
17.10.2023	Yes	14.7.2023	94 days	4	4	3	0
Stakeholders Relationship Committee							
17.10.2023	Yes	14.7.2023	94 days	5	5	2	0
Nomination & Remuneration Committee							
17.10.2023	Yes	29.7.2023	79 days	4	4	3	0
Risk Management Committee							
7.12.2023	Yes	-	-	5	4	1	2

* 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 January, 2024

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Date of the event	Brief details of the event	

For VST INDUSTRIES LIMITED


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

Place: Hyderabad
Date: 8th January, 2024