

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - %companyName%  
 2. Quarter ending - %quarterEnded%

**i. Composition Of Board Of Director**

T i t l e ( M r / M s )	N a m e o f t h e D i r e c t o r	D I N	P A N	C a t e g o r y ( C h a i r p e r s o n / E x e c u t i v e / N o n - E x e c u t i v e / I n d e p e n d e n t / N o m i n e e	S u b C a t e g o r y	I n i t i a l D a t e o f A p p o i n t m e n t	D a t e o f A p p o i n t m e n t	D a t e o f c e s s a t i o n	T e n u r e	D a t e o f B i r t h	W h e t h e r s p e c i a l r e s o l u t i o n p a s s e d ?	D a t e o f p a s s i n g s p e c i a l r e s o l u t i o n	N o. o f D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f I n d e p e n d e n t D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f m e m b e r s h i p i n A u d i t / S t a k e h o l d e r C o m m i t t e e s i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f p o s t o f C h a i r p e r s o n i n A u d i t / S t a k e h o l d e r C o m m i t t e e h e l d i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	M e m b e r s h i p i n C o m m i t t e e s o f t h e C o m p a n y	R e m a r k s
M r.	V K S u r e n d r a	0 0 4 5 9 0	A F X P S 6	C,NE D		29- Sep - 19 80	29- Sep- 1980			1 8- M a y- 1	Yes	2 3- M a r - 2	1	0	2	0	SC,RC, NRC	

		69	963E					941		019								
M r.	R Su bra ma nia n	00 35 71 59 33	A A F P S S 9 9 4 4 6 6 L L	ID		14- Au- g- 20 14	14- Aug- 2019		68	15- Oct- - 19 44 33	Yes	23- Mar- - 20 01 19	2	2	0	2	AC	
M r.	M K Ba nn erj ee	00 21 99 17 88	A D A A P B 9 9 7 0 6 6 2 2 A A	ID		14- Au- g- 20 14	14- Aug- 2019		68	16- Au- g- 19 44 66	Yes	23- Mar- - 20 01 19	1	1	2	0	AC,SC, RC,NR C	
M r.	K M Pai	01 11 77 88 66 00	A A T P P P 7 7 3 3 9 9 8 8 B B	ID		05- Au- g- 20 15	14- Aug- 2019		56	25- Au- g- 19 55 22	No		2	1	3	1	AC,SC, RC,NR C	
M s.	Siv a Ka me sw ari Vis sa	02 33 36 22 44 99	A A E E P P V V 0 0 1 1 5 5 9 9 M M	ID		29- Jul- 20 16	29- Jul- 2016		44	16- May- 19 66 44	No		2	2	7	0	AC	
M r.	VP Ma he ndr a	00 00 33 33	A C J P M M 3 3	ED		20- Feb- - 19 84	20- Feb- 2019			16- Jul- - 1	NA		2	1	3	0	RMC	

		270	637N					942									
M r.	V V Pra vin dra	0239888	A C V P P 8845N	NED		28-Jul-2008	28-Jul-2008	11-May-1965	No		1	0	0	0			
M r.	V T Ra vin dra	0396156	A B N P R 4685G	ED		11-May-2018	11-May-2018	12-May-1969	NA		1	0	0	0			
M r.	Ar un V Sur en dra	0161703	A C A P A 5763E	NED		11-May-2018	11-May-2018	24-Aug-1975	No		1	0	0	0	RMC		
M r.	Bij ank i Jag an nat h	0396161	A B O P J 8669D	ID		27-Dec-2018	27-Dec-2018	15-Dec-1942	Yes	23-Mar-2019	1	1	0	0			

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. **Composition of Committees**

a. **Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	R Subramanian	ID	Chairperson	14-Aug-2014	
2	M K Bannerjee	ID	Member	14-Aug-2014	
3	K M Pai	ID	Member	05-Aug-2015	
4	Siva Kameswari Vissa	ID	Member	29-Jul-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. **Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	K M Pai	ID	Chairperson	05-Aug-2015	
2	M K Bannerjee	ID	Member	05-Aug-2015	
3	V K Surendra	C,NED	Member	08-Feb-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. **Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	M K Bannerjee	ID	Chairperson	11-Aug-2015	
2	K M Pai	ID	Member	11-Aug-2015	
3	V K Surendra	C,NED	Member	11-Aug-2015	
4	V P Mahendra	ED	Member	11-Aug-2015	
5	Arun V Surendra	NED	Member	17-Mar-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. **Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	M K Bannerjee	ID	Chairperson	06-Nov-2014	
2	K M Pai	ID	Member	05-Aug-2015	
3	V K Surendra	C,NED	Member	06-Nov-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
05-Nov-2019	11-Feb-2020	Yes	8	4
	17-Mar-2020	Yes	7	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	97

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	05-Nov-2019		Yes	4	4
Audit Committee		11-Feb-2020	Yes	3	3
Risk Management Committee	18-Dec-2019		Yes	4	2
Risk Management Committee		17-Mar-2020	Yes	4	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	97

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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 (applicable to the top 100 listed entities) - **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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
- b. Any comments/observations/advice of Board of Directors may be mentioned here:

**%affirmComments%**

**Name** : **%affirmName%**  
**Designation** : **%affirmDesignation%**

## 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>	<b>Company Remark</b>	<b>Website</b>
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.vsttractors.com
Terms and conditions of appointment of	Yes		www.vsttractors.com
Composition of various committees of	Yes		www.vsttractors.com
Code of conduct of board of directors and	Yes		www.vsttractors.com
Details of establishment of vigil mechanism/	Yes		www.vsttractors.com
Criteria of making payments to non-	Yes		www.vsttractors.com
Policy on dealing with related party	Yes		www.vsttractors.com
Policy for determining 'material' subsidiaries	Not		
Details of familiarization programs imparted	Yes		www.vsttractors.com
Email address for grievance redressal and other relevant details entity who are	Yes		www.vsttractors.com
Contact information of the designated	Yes		www.vsttractors.com
Financial results	Yes		www.vsttractors.com
Shareholding pattern	Yes		www.vsttractors.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		www.vsttractors.com
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		www.vsttractors.com
Credit rating or revision in credit rating	Not		
Separate audited financial statements of	Not		
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.vsttractors.com
Materiality Policy as per Regulation 30	Yes		www.vsttractors.com
Dividend Distribution policy as per	Not		
It is certified that these contents on the	Yes		www.vsttractors.com
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	

<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Alternate Director to Independent Director</i>	24(A)	Yes	
<i>Maximum Tenure</i>	25(1)	Not Applicable	
<i>Meeting of independent directors</i>	25(2)	Yes	
<i>Familiarization of independent directors</i>	25(3) & (4)	Yes	
<i>Declaration from Independent Director</i>	25(7)	Yes	
<i>D &amp; O Insurance for Independent</i>	25(8) & (9)	Yes	
<i>Memberships in Committees</i>	25(10)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(1)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(3)	Yes	
	26(4)	Yes	



<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
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<b>Other Information</b>	
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**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. - **Not Applicable**

<b>Other Information</b>	
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**Name** : chinmaya khatua  
**Designation** : Company Secretary & Compliance Officer