

ANNEX I

1. Name of Listed Entity: Varanasi Sangam Expressway Private Limited
2. Quarter ending: 31st March 2022

I. Composition of Board of Directors												
Title (Mr. / Ms.)	Name of the Director	PAN& DIN	Category (Chairperson /Executive/ Non- Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in months)*	Date of Birth	No. of directorship in listed entities including this listed entity <i>[in reference to Regulation 17A(1)]</i>	No. of Independent Directorship in listed entities including this listed entity <i>[in reference to proviso to regulation 17A(1)]</i>	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity <i>(Refer Regulation 26(1) of Listing Regulations)</i>	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity <i>(Refer Regulation 26(1) of Listing Regulations)</i>
Mr.	Vikas Agarwal	ADDDPA4162F & 03113689	Non-Executive	17-04-2017	-	-	-	15-10-1980	2	0	2	1
Mr.	Varun Bhasin	AGWPB9919P & 03262761	Non-Executive	01-03-2021	-	-	-	19-11-1979	1	0	2	1
Ms.	Suhani Jain	AQOPJ4881C & 08559224	Non-Executive	16-11-2021	-	-	-	01-01-1990	1	0	2	0
		Whether Regular chairperson appointed: No										
		Whether Chairperson is related to managing director or CEO: No										
		^S PAN of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.										




II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Vikas Agarwal	Chairperson - Non- Executive	12-10-2021	-
		Varun Bhasin	Non- Executive	12-10-2021	-
		Suhani Jain	Non- Executive	16-12-2021	-
2. Nomination & Remuneration Committee	Yes	Vikas Agarwal	Chairperson - Non- Executive	16 -12-2021	-
		Varun Bhasin	Non- Executive	16 -12-2021	-
		Suhani Jain	Non- Executive	16-12-2021	-
3. Risk Management Committee (if applicable)	Yes	Varun Bhasin	Chairperson - Non- Executive	16 -12-2021	-
		Vikas Agarwal	Non- Executive	16 -12-2021	-
		Suhani Jain	Non- Executive	16-12-2021	-
4. Stakeholders Relationship Committee	Yes	Varun Bhasin	Chairperson - Non- Executive	16 -12-2021	-
		Vikas Agarwal	Non- Executive	16 -12-2021	-
		Suhani Jain	Non- Executive	16-12-2021	-
5. Corporate Social Responsibility	Yes	Vikas Agarwal	Chairperson - Non- Executive	26-05-2021	-
		Varun Bhasin	Non- Executive	26-05-2021	-
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen					

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*	Maximum gap between any two consecutive (in number of days)
16-12-2021	-	-	-	-	-
-	31-01-2022	Yes	2	-	45
-	28-03-2022	Yes	2	-	55
* to be filled in only for the current quarter meetings					



IV. Meetings of Committees					
Corporate Social Responsibility Committee					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
-	-	-	-	-	-
Audit Committee					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
31-01-2022	Yes	2	-	02-11-2021	89
28-03-2022	Yes	2	-	-	55
Risk Management Committee					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
28-03-2022	Yes	2	-	17-12-2021	100
Nomination and Remuneration Committee					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
28-03-2022	Yes	2	-	17-12-2021	100
Stakeholders Relationship Committee					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
-	-	-	-	-	-
<p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</p> <p>**to be filled in only for the current quarter meetings</p>					



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
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 the Audit Committee	NA
Note: 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.	
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 (as applicable): 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 and/or the report submitted in the previous quarter has been placed before Board of Directors.: Yes 6. Any comments/observations/advice of the board of directors may be mentioned here.: NIL	
 Name: Chirag Gandhi Designation: Company Secretary	

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



ANNEX II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		Regulation 62 of the LODR is Applicable on High Value Debt Listed Entity.
a) Details of business	Yes	http://www.varanasisangam.com/about-us1
b) Terms and conditions of appointment of independent directors	No	Constitution of Board of Directors as per Companies Act 2013. However company will appoint required number of Independent Directors on or before 31 st March 2023
c) Composition of various committees of board of directors	Yes	http://www.varanasisangam.com/composition-of-board-committees/
d) Code of conduct of board of directors and senior management personnel	NA	http://www.varanasisangam.com/policies/
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	http://www.varanasisangam.com/policies/
f) Criteria of making payments to non-executive directors	Yes	http://www.varanasisangam.com/policies/
g) Policy on dealing with related party transactions	Yes	http://www.varanasisangam.com/policies/
h) Policy for determining 'material' subsidiaries	NA	Company does not have any Subsidiary Companies
i) Details of familiarization programmes imparted to independent directors	No	Company will appoint required number of Independent Directors on or before 31 st March 2023.
j) Email address for grievance redressal and other relevant details	Yes	http://www.varanasisangam.com/contact-information
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	http://www.varanasisangam.com/contact-information
l) Financial results	Yes	http://www.varanasisangam.com/financial-information
m) Shareholding pattern	NA	Regulation 31 not applicable on High Value Debt Listed Entity
n) Details of agreements entered into with the media companies and/or their associates	NA	Not Applicable on High Value Debt Listed Entity
o) 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	Not Applicable on High Value Debt Listed Entity
p) New name and the old name of the listed entity	NA	Company has never changed its name since date of incorporation, hence not applicable.
q) Advertisements as per regulation 47 (1)	Yes	http://www.varanasisangam.com/other-compliance



r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	http://www.varanasisangam.com/credit-rating/
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	Company does not have any Subsidiary Companies, hence not applicable.
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	Regulation 46(2) not Applicable on High Value Debt Listed Entity. Company has provided information as per Regulation 62 at http://www.varanasisangam.com
b) Materiality Policy as per Regulation 30	NA	Regulation 30 Not Applicable on High Value Debt Listed Entity
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	Regulation 43A Not Applicable on High Value Debt Listed Entity
<i>It is certified that these contents on the website of the listed entity are correct.</i>		

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	No (Constitution of Board of Directors as per Companies Act 2013. However company will appoint required number of Independent Directors on or before 31 st March 2023)
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	No (Constitution of Board of Directors as per Companies Act 2013. However company will appoint required number of Independent Directors on or before 31 st March 2023)
<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)	NA
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	No (Company will appoint required number of Independent Directors on or before 31 st March 2023)
<i>Recommendation of board</i>	17(11)	Yes



Maximum number of directorship	17A	Yes (As per Companies Act 2013)
Composition of Audit Committee	18(1)	No (Company will appoint required number of Independent Directors on or before 31 st March 2023)
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	No (Company will appoint required number of Independent Directors on or before 31 st March 2023)
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	No (Company will appoint required number of Independent Directors on or before 31 st March 2023)
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	No (Company will appoint required number of Independent Directors on or before 31 st March 2023)
Meeting of Risk Management Committee	21(3A)	Yes
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)	NA (In Financial Year 2020-21)
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	NA (Company will appoint required number of Independent Directors on or before 31 st March 2023)



Meeting of independent directors	25(3) & (4)	No (Company will appoint required number of Independent Directors on or before 31 st March 2023)
Familiarization of independent directors	25(7)	No (Company will appoint required number of Independent Directors on or before 31 st March 2023)
Declaration from Independent Director	25(8) & (9)	NA (Company will appoint required number of Independent Directors on or before 31 st March 2023)
Directors and Officers insurance	25(10)	Yes
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)	NA) Company listed its Debt Securities during FY 2021-22 hence Affirmation with compliance to code of conduct Not Applicable
Disclosure of Shareholding by Non- Executive Directors	26(4)	NA (Non- Executive Directors Not Hold any Share
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

NA (During the Year Company does not have any Subsidiary)

Name & Designation

Chirag Gandhi
Chirag Gandhi
Company Secretary



Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – 31st March 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(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	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(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	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs entity them or any other controlled by	Nil	Nil	Nil



(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:

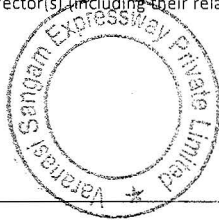
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

II. Affirmations:

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), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Namita Somani

Name: Namita Somani
Designation: CFO



Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..