

VISISTH CHAY VYAPAR LTD.

CIN : L15491DL1985PLC019848
Registered Office : A- 446, Basement,
Defence Colony, New Delhi - 110 024

April 17, 2025

The Metropolitan Stock Exchange of India Ltd.
205(A), 2nd Floor,
Piramal Agastya Corporate Park,
LBS Road, Kurla (West), Mumbai-400070
Scrip Code / Symbol: VISISTH

Head Office : 5, Gorky Terrace
2nd Floor, Kolkata - 700 017
Phone : 033-66133300
Fax : 033-66133303
E-mail : corp@citystarinfra.com

Dear Sir / Madam,

Sub: Submission of Corporate Governance report pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 "Listing Regulations" for the quarter ended March 31, 2025

Please find enclosed herewith the Corporate Governance report of the Company for the quarter ended March 31, 2025 in accordance with Regulation 27(2) of the "Listing Regulations".

We request you to take the same on record.

Thanking You,

Yours faithfully, —

For Visisth Chay Vyapar Limited



Champa Lal Pareek
Managing Director
DIN: 00030815



Encl. As Above

General information about company	
Script code	00000
NSE Symbol	
MSEI Symbol	VISISTH
ISIN	INE178W01010
Name of the entity	VISISTH CHAY VYAPAR LTD
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Yearly
Date of Report	31-03-2025
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I							
Annexure I to be submitted by listed entity on quarterly basis							
I. Composition of Board of Directors							
Disclosure of notes on composition of board of directors explanatory							
Whether the listed entity has a Regular Chairperson						Yes	
Whether Chairperson is related to MD or CEO						No	
Sr	Title (Mr/ Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors
1	Mr	JAYANTA CHOWDHURY	AFEPC7267G	10597724	Non-Executive - Independent Director	Chairperson	
2	Mr	CHAMPALAL PAREEK	AEKPP9135M	00030815	Executive Director	Not Applicable	MD
3	Ms	TRIPTY MODI	BFCPM856ZH	07203672	Non-Executive - Non Independent Director	Not Applicable	
4	Mrs	CHANCHAL RUNGTA	BFMPM5176B	07590027	Non-Executive - Non Independent Director	Not Applicable	
5	Mr	MOHIT PARAKH	AMNPP0375Q	02033194	Non-Executive - Independent Director	Not Applicable	

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active

I. Composition of Board of Directors												
Sr	Whether special resolution passed? (Refer Regulation 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (with reference to previous to regulation 17A(1) & 17A(2))	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for or not providing PAN	Notes for or not providing DIN
1	NA		27-06-2024			10	6	6	8	2		
2	NA		26-05-1989	29-09-2020			2	0	0	0		
3	NA		13-08-2016	30-06-2021			5	0	5	1		
4	NA		13-08-2016	30-06-2021			6	0	4	5		
5	NA		29-09-2020			55	4	4	3	3		

Audit Committee Details						
Whether the Audit Committee has a Regular Chairperson					Yes	
Sr	DIN of Chairperson	Name of Committee	Category 1 of directors	Category 2 of directors	Date of appointment	Date of resignation

Audit Committee Details						
Whether the Audit Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	02033194	MOHIT PARAKH	Non-Executive - Independent Director	Chairperson	29-09-2020	
2	07590027	CHANCHAL RUNGTA	Non-Executive - Non Independent Director	Member	01-07-2018	
3	10597724	JAYANTA CHOWDHURY	Non-Executive - Independent Director	Member	27-06-2024	

Nomination and remuneration committee						
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	02033194	MOHIT PARAKH	Non-Executive - Independent Director	Chairperson	29-09-2020	
2	10597724	JAYANTA CHOWDHURY	Non-Executive - Independent Director	Member	27-06-2024	
3	07203672	TRIPTY MODI	Non-Executive - Non Independent Director	Member	01-07-2018	

Stakeholders Relationship Committee						
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	07590027	CHANCHAL RUNGTA	Non-Executive - Non Independent Director	Chairperson	29-09-2020	
2	02033194	MOHIT PARAKH	Non-Executive - Independent Director	Member	29-09-2020	
3	07203672	TRIPTY MODI	Non-Executive - Non Independent Director	Member	29-09-2020	

Risk Management Committee					
Whether the Risk Management Committee has a Regular Chairperson					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment
					Date of Cessation
					Remarks

Corporate Social Responsibility Committee					
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment
					Date of Cessation
					Remarks

Other Committee					
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors
					Remarks

Annexure I							
Annexure I							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)
1	13-11-2024				Yes	5	5
2		07-02-2025	85		Yes	5	5

Annexure I								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)
1	Audit Committee	13-11-2024				Yes	3	3
2	Audit Committee	07-02-2025	85			Yes	3	3

Annexure I				
V. Related Party Transactions				
Sr	Subject	Compliance status (Yes/No/NA)	If status is No, details of non-compliance may be given here.	
1	Whether prior approval of audit committee obtained	Yes		
2	Whether shareholder approval obtained for material RPT	Yes		
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA		

Annexure I		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015: b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015: c. Stakeholders relationship committee	Yes
5	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 1000 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure I		
Sr	Subject	Compliance status
1	Name of signatory	SHILPI PODDAR
2	Designation	Company Secretary and Compliance Officer

Annexure II				
Annexure II 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				
Sr	Item	Compliance status (Yes/No/NA)	If status is No, details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.vcvl.in
2	Terms and conditions of appointment of independent directors	Yes		www.vcvl.in
3	Composition of various committees of board of directors	Yes		www.vcvl.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.vcvl.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.vcvl.in
6	Criteria of making payments to non-executive directors	Yes		www.vcvl.in
7	Policy on dealing with related party transactions	Yes		www.vcvl.in
8	Policy for determining materialitySubsidiaries	Yes		www.vcvl.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.vcvl.in
10	Email address for grievance redressal and other relevant details	Yes		www.vcvl.in
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.vcvl.in
12	Financial results	Yes		www.vcvl.in
13	Shareholding pattern	Yes		www.vcvl.in
14	Details of agreements entered into with the media companies and/or their associates	NA		

Annexure II				
Annexure II 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				
Sr	Item	Compliance status (Yes/No/NA)	If status is No, details of non-compliance may be given here.	Web address
15.1	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		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.vcvl.in
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		www.vcvl.in
21	Materiality Policy as per Regulation 30 (4)	Yes		www.vcvl.in
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.vcvl.in
23	Disclosures under regulation 30(8)	Yes		www.vcvl.in
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		www.vcvl.in
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.vcvl.in
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.vcvl.in
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.vcvl.in

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No, details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of Independence and/or eligibility	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2A)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/Compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No, details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No, details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No, details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(2),(3),(4), (5) & (6)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Appointment of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No, details of non-compliance may be given here.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided - Add Notes				

Annexure II		
1	Name of signatory	SHILPI PODDAR
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements	