

XBRL Excel Utility	
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1. Overview

The excel utility can be used for creating the XBRL/XML file for e-filing of Corporate Governance Report

XBRL filling consists of two processes. Firstly generation of XBRL/XML file and upload of generated XBRL/XML file to BSE Listing Center Website (www.listing.bseindia.com) .

2. Before you begin

1. The version of Microsoft Excel in your system should be Microsoft Office Excel 2007 and above.
2. The system should have a file compression software to unzip excel utility file.
3. Make sure that you have downloaded the latest Excel Utility from BSE Website to your local system.
4. Make sure that you have downloaded the Chrome Browser to view report generated from Excel utility
5. Please enable the Macros (if disabled) as per instructions given in manual, so that all the functionalities of Excel Utility works fine. Please first go through Enable Macro - Manual attached with zip file.

3. Index

1	Details of general information about company	General Info
2	Composition of BOD	Annexure I - Composition of BOD
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5. Steps for Filing Corporate Governance Report

I. Fill up the data: Navigate to each field of every section in the sheet to provide applicable data in correct format. (Formats will get reflected while filling data.)

- Use paste special command to paste data from other sheet.

II. Validating Sheets: Click on the "Validate" button to ensure that the sheet has been properly filled and also data has been furnished in proper format. If there are some errors on the sheet, excel utility will prompt you about the same.

III. Validate All Sheets: Click on the "Home" button. And then click on "Validate All Sheet" button to ensure that all sheets has been properly filled and validated successfully. If there are some errors on the sheet, excel utility will prompt you about the same and stop validation at the same time. After correction, once again follow the same procedure to validate all sheets.

Excel Utility will not allow you to generate XBRL/XML until you rectify all errors.

IV. Generate XML : Excel Utility will not allow you to generate XBRL/XML unless successful validation of all sheet is completed. Now click on 'Generate XML' to generate XBRL/XML file.

- Save the XBRL/XML file in your desired folder in local system.

V. Generate Report : Excel Utility will allow you to generate Report. Now click on 'Generate Report' to generate html report.

- Save the HTML Report file in your desired folder in local system.
- To view HTML Report open "Chrome Web Browser" .
- To print report in PDF Format, Click on print button and save as PDF.

VI. Upload XML file to BSE Listing Center: For uploading the XBRL/XML file generated through Utility, login to BSE Listing Center and upload generated xml file. On Upload screen provide the required information and browse to select XML file and submit the XML.

6. Fill up the data in excel utility

1. Cells with red fonts indicate mandatory fields.
2. If mandatory field is left empty, then Utility will not allow you to proceed further for generating XML.
3. You are not allowed to enter data in the Grey Cells.
4. If fields are not applicable to your company then leave it blank. Do not insert Zero unless it is a mandatory field.
5. Data provided must be in correct format, otherwise Utility will not allow you to proceed further for generating XML.
6. Select data from "Dropdown list" wherever applicable.
7. Adding Notes: Click on "Add Notes" button to add notes

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General information about company

Scrip code	543528
NSE Symbol	VENUSPIPES
MSEI Symbol	NOTLISTED
ISIN	INE0JA001018
Name of the entity	VENUS PIPES & TUBES LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

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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		Add Notes																										
Whether the listed entity has a Regular Chairperson				Yes																								
Whether Chairperson is related to MD or CEO				Yes																								
Disqualification of Directors under section 164 of the Companies Act, 2013																												
Sr	Sl No. (Sr / M)	Name of the Director	PAN	DN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is "disqualified"	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(2A) 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 the listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including the listed entity (Refer Regulation 17A(1) & 17A(2))	Number of memberships in Audit/ Stakeholder Committee(s) including the listed entity (Refer Regulation 20(1) of Listing Regulations)	No of posts of Chairperson in Audit/ Stakeholder Committee(s) including the listed entity (Refer Regulation 20(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN		
1	Mr	Amit Aayikumar Kothari	AJAPN4287N	00296513	Executive Director	Chairperson related to Chairperson	MD	03-08-1977	No				Active	NA		10-09-2011	14-09-2021			1	0	1	0					
2	Mr	Maheshwar Sagarji Choudhary	AEVW98814	00117307	Executive Director	Not Applicable		01-07-1983	No				Active	NA		17-02-2015	14-09-2021			1	0	0	0					
3	Mr	Shraw Mahendra Kumar Patel	ALPFI1651J	00080805	Executive Director	Not Applicable		06-10-1986	No				Active	NA		16-06-2015	14-09-2021			1	0	0	0					
4	Mr	Jayeshram Motiram Choudhary	ALPJC4823N	00171118	Executive Director	Not Applicable		05-05-1983	No				Active	NA		17-02-2015	01-09-2021			1	0	1	0					
5	Mr	Kalish Nath Bhandari	AEFPI659J	00030078	Non-Executive - Independent Director	Not Applicable		11-03-1942	No				Active	Yes	10-10-2021	10-10-2021	10-10-2021			26.30	4	4	3					
6	Mr	Pravey Ashok Surana	DEP5537N	00102992	Non-Executive - Independent Director	Not Applicable		17-09-1990	No				Active	NA		10-10-2021	10-10-2021			26.30	1	1	2	1				
7	Mr	Shyam Agarwal	ADPPA033P	00101072	Non-Executive - Independent Director	Not Applicable		25-09-1978	No				Active	NA		10-10-2021	10-10-2021			26.30	3	1	1	4				
8	Mr	Kamal Lokesh Khadwal	ALPBI795M	00071112	Non-Executive - Independent Director	Not Applicable		04-11-1978	No				Active	NA		10-10-2021	10-10-2021			26.30	1	1	1	1				

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	Remarks
1	05192392	Pranay Ashok Surana	Non-Executive - Independent Director	Chairperson	21-10-2021		
2	03516372	Shyam Agrawal	Non-Executive - Independent Director	Member	21-10-2021		
3	02617118	Jayantiram Motiram Choudhary	Executive Director	Member	21-10-2021		
4							
5							
6							
7							
8							
9							
10							

Risk Management Committee							
Whether the Risk Management 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	Remarks
1	07805112	Komal Lokesh Khadaria	Non-Executive - Independent Director	Chairperson	31-01-2023		
2	00926613	Arun Axaykumar Kothari	Executive Director	Member	31-01-2023		
3	02617118	Jayantiram Motiram Choudhary	Executive Director	Member	31-01-2023		
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility 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	Remarks
1	03516372	Shyam Agrawal	Non-Executive - Independent Director	Chairperson	21-10-2021		
2	02617107	Megharam Sagramji Choudhary	Executive Director	Member	21-10-2021		
3	07098080	Dhruv Mahendrakumar Patel	Executive Director	Member	21-10-2021		
4							

5							
6							
7							
8							
9							
10							

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

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Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	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)	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)	No. of Independent Directors attending the meeting*
1	26-10-2023			Yes	8	7	3
2	29-01-2024	94		Yes	8	7	3
3	28-02-2024	29		Yes	8	7	3
4	30-03-2024	30		Yes	8	8	4

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* to be filled in only for the current quarter meetings

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Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

[Add Notes](#)

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)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
	Add	Delete								
1	Audit Committee	26-10-2023				Yes	3	3	2	0
2	Audit Committee	29-01-2024	94			Yes	3	3	2	0
3	Nomination and remuneration committee	29-01-2024				Yes	3	3	3	0
4	Risk Management Committee	26-10-2023				Yes	3	3	1	0
5	Risk Management Committee	30-03-2024	155			Yes	3	3	1	0

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* to be filled in only for the current quarter meetings

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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

Other details of cyber security incidence or breaches or loss of data event

[Add Notes](#)

Number of cyber security incidence or breaches or loss of data event occurred during the quarter

Sr.

Date of the event

Brief details of the event

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Annexure 1

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	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Annexure 1

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)	Yes
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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Arun Axaykumar Kothari
2	Designation	Managing Director

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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		https://www.venuspipes.com/products/
2	Terms and conditions of appointment of independent directors	Yes		https://www.venuspipes.com/investors/general-information/
3	Composition of various committees of board of directors	Yes		https://www.venuspipes.com/investors/general-information/
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.venuspipes.com/investors/policies/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.venuspipes.com/investors/policies/
6	Criteria of making payments to non-executive directors	Yes		https://www.venuspipes.com/investors/policies/
7	Policy on dealing with related party transactions	Yes		https://www.venuspipes.com/investors/policies/
8	Policy for determining 'material' subsidiaries	Yes		https://www.venuspipes.com/investors/policies/
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.venuspipes.com/investors/policies/
10	Email address for grievance redressal and other relevant details	Yes		https://www.venuspipes.com/investor-grievance/
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.venuspipes.com/investor-grievance/
12	Financial results	Yes		https://www.venuspipes.com/investors/financials/
13	Shareholding pattern	Yes		https://www.venuspipes.com/investors/general-information/
14	Details of agreements entered into with the media companies and/or their associates	Yes		https://www.venuspipes.com/investors/issue-documents/
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	Yes		https://www.venuspipes.com/investors/financials/
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://www.venuspipes.com/investors/financials/
16	New name and the old name of the listed entity	Yes		https://www.venuspipes.com/investors-contact/
17	Advertisements as per regulation 47 (1)	Yes		https://www.venuspipes.com/investors/financials/
18	Credit rating or revision in credit rating obtained	Yes		https://www.venuspipes.com/investors/financials/
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		https://www.venuspipes.com/investors/financials/
21	Materiality Policy as per Regulation 30 (4)	Yes		https://www.venuspipes.com/investors/policies/
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.venuspipes.com/investors/policies/
23	Disclosures under regulation 30(8)	Yes		https://www.venuspipes.com/
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		https://www.venuspipes.com/investors/intimation-to-stock-exchanges/
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://www.venuspipes.com/investors/policies/
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.venuspipes.com/investors/financials/
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.venuspipes.com/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.venuspipes.com/
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

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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(2)	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	
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	
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)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
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)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	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	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
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)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided				Add Notes

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Annexure II		
1	Name of signatory	Arun Axaykumar Kothari
2	Designation	Managing Director

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Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		Add Notes

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Annexure II

1	Name of signatory	Arun Axaykumar Kothari
2	Designation	Managing Director

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Additional Half yearly Disclosure			
Applicability of disclosure	Not Applicable		
Reason for Non Applicability	Add Notes		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below The Figure should be mentioned in Actual INR only			
(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			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(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			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(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			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(D) Additional Information			Add Notes
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
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		Add Notes	
Name			
Designation			
Place			
Date			

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Signatory Details	
Name of signatory	Arun Axaykumar Kothari
Designation of person	Managing Director
Place	Dhaneti
Date	20-04-2024

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