

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity : VST INDUSTRIES LIMITED

Quarter Ended : 31<sup>st</sup> March, 2016

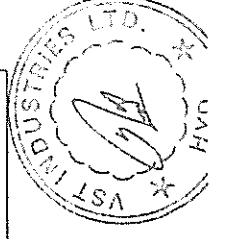
I. Composition of Board of Directors									
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category	Date of appointment in the current term/cessation	Tenure	No. of Directorship in listed entities including this listed entity	No. of memberships in Audit/Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity	
Mr.	Raymond S. Noronha	ABSPN6852C 00012620	Chairperson - Non Executive	12.8.2015	-	1	2	-	
Mr.	S. Thirumalai	AINPS9217J 00011899	Independent - Non Executive	1.10.2014	5 years w.e.f. 1.10.2014	1	2	1	
Ms.	Mubeen S. Rafat	AEHPR9974B 06776540	Independent - Non Executive	12.8.2014	5 years w.e.f. 12.8.2014	1	2	1	
Mr.	N. Sai Sankar	ABIPN9736H 00010270	Executive	1.1.2016	-	1	1	-	
Mr.	Devraj Lahiri	AAVPL3162D 03588071	Executive	1.8.2011	-	1	1	-	
Mr.	Ramakrishna V. Addanki	AKTPA2869A 07147591	Non- Executive - Nominee	12.8.2015	-	1	-	-	



II. Composition of Committees		
Name of Committee	Name of Committee Members	Category
1. Audit Committee	Mr. S. Thirumalai Mr. Raymond S. Noronha Ms. Mubeen Rafat	Chairperson – Non Executive - Independent Non Executive Non Executive – Independent
2. Nomination & Remuneration Committee	Mr. S. Thirumalai Mr. Raymond S. Noronha Ms. Mubeen Rafat	Chairperson – Non Executive - Independent Non Executive Non Executive – Independent
3. Stakeholders Relationship Committee	Ms. Mubeen Rafat Mr. Raymond S. Noronha Mr. S. Thirumalai Mr. N. Sai Sankar Mr. Devraj Lahiri	Chairperson – Non Executive - Independent Non-Executive Non Executive – Independent Executive Executive

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
6.11.2015	21.1.2016	77 days

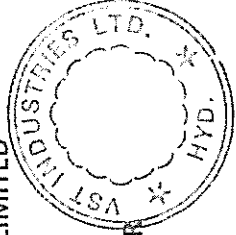
IV. Meeting of Committees			
Date of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Date of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee 21.1.2016	Yes	5.11..2015	78 days



V. Related Party Transactions		Compliance Status
Subject		
Whether prior approval of audit committee obtained		NA
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
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015               <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; Remuneration Committee</li> <li>c. Stakeholders Relationship Committee</li> </ol> </li> <li>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.</li> <li>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.</li> <li>5. This report will be placed before the Board of Directors, at their next meeting scheduled on 20<sup>th</sup> January, 2016</li> </ol>

For VST INDUSTRIES LIMITED



M. VAIDYANATHAN  
COMPLIANCE OFFICER

Place: Hyderabad  
Date: April 14, 2016



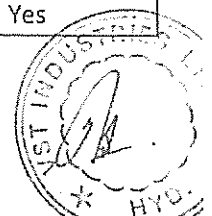
VST Industries Limited

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Listed Entity: VST INDUSTRIES LIMITED

Year ended: 31st March, 2016

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<i>Item</i>	<b>Compliance status</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	Yes	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes




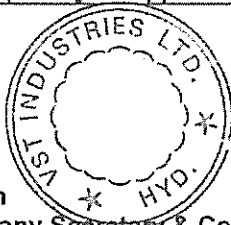


**VST Industries Limited**

Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
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
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	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)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**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 since Company does not have any subsidiary]**


  
**Name & Designation : M. Vaidyanathan**  
**Assistant Company Secretary & Compliance Officer**

Place: Hyderabad  
Date: 14<sup>th</sup> April, 2016