

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity : VST INDUSTRIES LIMITED

Quarter Ending : 31st December, 2015

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	AHPR9974B 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	12.8.2015	-	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
12.8.2015	6.11.2015	85 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 5.11.2015	Yes	11.8.2015	85 days



V. Related Party Transactions		Compliance Status
Subject		
Whether prior approval of audit committee obtained	NA	NA
Whether shareholder approval obtained for material RPT	NA	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	NA

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
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.
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.
5. This report will be placed before the Board of Directors, at their next meeting.

For VST INDUSTRIES LIMITED



M. VAIDYANATHAN
COMPLIANCE OFFICER

Place: Hyderabad

Date: January 11, 2016