



VST Industries Limited

October 06, 2017

The General Manager  
Department of Corporate Services  
BSE Limited  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building  
Phiroze Jeebhoy Towers  
Dalal Street, Fort  
**Mumbai – 400 001**

The Manager  
Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, Plot No.C-1, G Block  
Bandra Kurla Complex, Bandra (E)  
Bandra (East)  
**Mumbai – 400 051**

STOCK CODE : 509966

STOCK SYMBOL: VSTIND

Dear Sir,

**Sub : Compliance Report on Corporate Governance**

Pursuant to Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the compliance report on Corporate Governance for the quarter ended 30<sup>th</sup> September, 2017.

We request you to take the above on record.

Thanking you,

Yours faithfully,  
For VST INDUSTRIES LIMITED

  
PHANI K. MANGIPUDI  
COMPANY SECRETARY

Encl : As above

Name of Listed Entity : VST INDUSTRIES LIMITED

Quarter Ended : 30<sup>th</sup> September, 2017

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	
Mrs.	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	1.7.2016	-	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	Chairman - Non Executive – Independent Non Executive Non Executive - Independent
2. Nomination & Remuneration Committee	Mr. S. Thirumalai Mr. Raymond S. Noronha Ms. Mubeen Rafat	Chairman - 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
18.04.2017	02.08.2017	105

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			
01.08.2017	Yes	15.04.2017	107
Nomination & Remuneration Committee			
01.08.2017	Yes	15.04.2017	107
Stakeholders Relationship Committee			
01.08.2017	Yes	15.04.2017	107

V. Related Party Transactions		Compliance status
Subject		
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 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 tentatively in October, 2017</li> </ol>



Affirmations (To be submitted by the listed entity at the end of 6 months after end of financial year along with second quarter report of next financial year)			
Broad heading	Regulation Number	Compliance status (Yes/No/NA)	
1. Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2. Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3. Presence of Chairperson of the nomination and remuneration Committee at the Annual General Meeting	19(3)	Yes	
4. Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

For VST INDUSTRIES LIMITED



PHANI K. MANGIPUDI  
COMPANY SECRETARY

Place : Hyderabad

Date : October 06, 2017