



VST Industries Limited

October 9, 2018

The General Manager
Department of Corporate Services
BSE Limited
1st 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 and half year ended 30th September, 2018.

We request you to take the above on record.

Thanking you,

Yours faithfully,
For VST INDUSTRIES LIMITED


PHANI K. MANGIPUDI
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl : a/a

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Annexure I

Name of Listed Entity : VST INDUSTRIES LIMITED

Quarter Ended : 30th September, 2018

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	Remarks
Mr.	Devraj Lahiri	AAVPL3162D03588071	Executive	28.11.2017	5 years w.e.f. 28.11.2017	0	1	0	
Mr.	Pradeep V. Bhide	ADYPB4012C03304262	Chairperson - Non-Executive –Non Independent	12.4.2018	-	6	10	5	
Mr.	Ramakrishna V. Addanki	AKTPA2869A07147591	Non-Executive - Nominee	12.8.2015	-	0	0	0	
Mr.	S. Thirumalai	AINPS9217J00011899	Non Executive - Independent	1.10.2014	5 years w.e.f. 1.10.2014	1	2	1	
Ms.	Mubeen Rafat	AEHPR9974B06776540	Non Executive - Independent	12.8.2014	5 years w.e.f. 12.8.2014	1	2	1	

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category
1. Audit Committee	Mr. S. Thirumalai	Chairperson – Non Executive - Independent
	Mrs. Mubeen Rafat	Member - Non Executive - Independent
	Mr. Pradeep V. Bhide	Member - Non Executive – Non Independent
2. Nomination & Remuneration Committee	Mr. S. Thirumalai	Chairperson – Non Executive - Independent
	Mrs. Mubeen Rafat	Member - Non Executive - Independent
	Mr. Pradeep V. Bhide	Member - Non Executive – Non Independent
3. Stakeholders Relationship Committee	Ms. Mubeen Rafat	Chairperson – Non Executive - Independent
	Mr. S. Thirumalai	Member - Non Executive – Independent
	Mr. Devraj Lahiri	Member - 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
12-04-2018		45 days
28-05-2018	21-07-2018	53 days
	28-09-2018	68 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				
		Yes	11-04-2018	
		Yes	28-05-2018	47 days
	21-07-2018	Yes		53 days
28-09-2018	Yes		68 days	
Stakeholders Relationship Committee				
	21-07-2018	Yes	11-04-2018	100 days
	28-09-2018	Yes		68 days

V. Related Party Transactions	
Subject	Compliance Status
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"> 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 <ol style="list-style-type: none"> a. Audit Committee Yes b. Nomination & Remuneration Committee Yes c. Stakeholders Relationship Committee Yes 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. Yes 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. Yes 5. This report will be placed before the Board of Directors, at their next meeting scheduled in November, 2018

ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status
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
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Name : Phani K. Mangipudi
Designation : Company Secretary & Compliance Office

For VST INDUSTRIES LIMITED


PHANI K. MANGIPUDI
COMPANY SECRETARY & COMPLIANCE OFFICER

Place: Hyderabad
Date: October 9, 2018