

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE I

Name of Listed Entity : VST INDUSTRIES LIMITED
 Quarter Ended : 30th June, 2019

I. Composition of Board of Directors												
Title (Mr./ Ms.)	Name of the Director	DOB	Category	Initial date of appointment	Date of re-appointment	Date of cessation	Tenure (in months)	No. of Directorship in listed entities including this listed entity	No. of Independent Directorships 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	30-12-1972	Executive	28.11.2017	-	-	60	1	0	1	0	
Mr.	Pradeep V. Bhide	08-01-1950	Chairperson - Non-Executive –Non Independent	12.4.2018	-	-	-	7	6	8	4	
Mr.	S. Thirumalai	02-09-1948	Non Executive - Independent	1.10.2014	-	-	60	1	1	2	1	
Mrs.	Mubeen Rafat	30-11-1958	Non Executive - Independent	12.8.2014	-	-	60	1	1	2	1	
Mr.	Naresh Kumar Sethi	13-05-1966	Non-Executive - Nominee	14.12.2018	-	-	-	1	0	1	0	
Mrs.	Rama Bijapurkar	12-03-1957	Non Executive - Independent	1.4.2019	-	-	60	5	5	5	2	
Mr.	Sudip Bandyopadhyay	06-04-1964	Non Executive - Independent	1.6.2019	-	-	60	3	3	10	5	

II. Composition of Committees			
Name of Committee	Name of Committee Members	Category	Date of Appointment
1. Audit Committee	Mr. S. Thirumalai	Chairperson – Non Executive - Independent	15-04-2010
	Mrs. Mubeen Rafat	Member - Non Executive - Independent	01-01-2014
	Mr. Pradeep V. Bhide	Member - Non Executive – Non Independent	28-05-2018
	Mrs. Rama Bijapurkar	Member – Non-Executive - Independent	01.06.2019
	Mr. Sudip Bandyopadhyay	Member – Non-Executive - Independent	01.06.2019
2. Nomination & Remuneration Committee	Mr. S. Thirumalai	Chairperson – Non Executive - Independent	20-01-2014
	Mrs. Mubeen Rafat	Member - Non Executive - Independent	20-01-2014
	Mr. Pradeep V. Bhide	Member - Non Executive – Non Independent	28-05-2018
	Mr. Naresh Kumar Sethi	Member – Non-Executive - Non Independent	01.06.2019
	Mr. Sudip Bandyopadhyay	Member – Non-Executive - Independent	01.06.2019
3. Stakeholders Relationship Committee	Mrs. Mubeen Rafat	Chairperson – Non Executive - Independent	20-01-2014
	Mr. S. Thirumalai	Member - Non Executive – Independent	20-10-2005
	Mr. Devraj Lahiri	Member – Executive	13-10-2011
	Mr. Naresh Kumar Sethi	Member – Non-Executive – Non Independent	01.06.2019
	Mrs. Rama Bijapurkar	Member – Non-Executive - Independent	01.06.2019
4. Corporate Social Responsibility Committee	Mrs. Mubeen Rafat	Chairperson – Non Executive - Independent	22-04-2014
	Mr. S. Thirumalai	Member - Non Executive – Independent	22-04-2014
	Mr. Devraj Lahiri	Member – Executive	22-04-2014
	Mr. Pradeep V. Bhide	Member - Non Executive – Non Independent	28-05-2018
	Mr. Naresh Kumar Sethi	Member – Non-Executive – Non Independent	01.06.2019
	Ms. Rama Bijapurkar	Member – Non-Executive - Independent	01.06.2019
5. Risk Management Committee	Mr. S. Thirumalai	Chairperson – Non Executive - Independent	24-01-2019
	Mr. Pradeep V. Bhide	Member - Non Executive – Non Independent	24-01-2019
	Mrs. Mubeen Rafat	Member - Non Executive – Independent	24-01-2019
	Mrs. Rama Bijapurkar	Member – Non Executive - Independent	01.06.2019
	Mr. Sudip Bandyopadhyay	Member – Non Executive – Non Independent	01.06.2019
	Mr. Devraj Lahiri	Member – Executive	24-01-2019
	Mr. Anish Gupta	Management Representative -Chief Financial Officer	24-01-2019
	Mr. Kalyan Basu	Management Representative-Vice President Marketing	24-01-2019
	Mr. S. Sriram	Management Representative-Vice President HR	24-01-2019

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	No. of Directors present *	No. of Independent Directors attended the Meeting *
24-01-2019		46 days		
12-03-2019	03-05-2019	51 days	6	3

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	No. of Directors present *	No. of Independent Directors attended the Meeting *
Audit Committee					
03-05-2019	Yes	23-01-2019	99 days	3	2
Stakeholders Relationship Committee					
03-05-2019	Yes	23-01-2019	99 days	3	2
Nomination & Remuneration Committee					
	Yes	23-01-2019	47 days		
03-05-2019	Yes	12-03-2019	51 days	3	2

* Current quarter only

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

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
 - b. Nomination & Remuneration Committee Yes
 - c. Stakeholders Relationship Committee Yes
 - d. Risk Management 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 July, 2019

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

For VST INDUSTRIES LIMITED


PHANI K. MANGIPUDI
COMPANY SECRETARY & COMPLIANCE OFFICER

Place: Hyderabad

Date: July 5, 2019