



VST INDUSTRIES LIMITED

ANNUAL REPORT 2016-17





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BOARD OF DIRECTORS

Chairman

RAYMOND S. NORONHA

Managing Director

N. SAI SANKAR

Deputy Managing Director

DEVRAJ LAHIRI

Non-Executive Directors

S. THIRUMALAI

MUBEEN RAFAT

RAMAKRISHNA V. ADDANKI

Chief Financial Officer

ANISH GUPTA

Company Secretary

PHANI K. MANGIPUDI

Auditors

B S R & Associates LLP

Chartered Accountants

Hyderabad - 500 034

Registered Office

1-7-1063/1065, Azamabad,

Hyderabad - 500 020, Telangana

Telephone : +91 40 2768 8000

Fax : +91 40 2761 5336

Email : investors@vstind.com

Website : www.vsthyd.com

CIN : L29150TG1930PLC000576

Registrar & Transfer Agents

Karvy Computershare Private Limited

Karvy Selenium Tower B, Plot No. 31 & 32,

Financial District, Nanakramguda, Gachibowli,

Hyderabad - 500 032, Telangana

Telephone : +91 40 6716 2222

Fax : +91 40 2342 0814

Email : einward.ris@karvy.com

Website : www.karvy.com



NOTICE OF MEETING

NOTICE is hereby given that the Eighty Sixth Annual General Meeting of VST INDUSTRIES LIMITED will be held at Hotel Taj Krishna, Road No. 1, Banjara Hills, Hyderabad - 500 034 on **Wednesday, 2nd August, 2017 at 9.30 a.m.** for transacting the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017, and the Reports of the Board of Directors and Auditors.
2. To declare a Dividend on the Equity Shares for the year ended 31st March, 2017.
3. To appoint a Director in place of Mr. Ramakrishna V. Addanki (DIN: 07147591) who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. B S R & Associates LLP, Chartered Accountants (ICAI Firm Registration Number 116231W/W-100024), as the Statutory Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

By Order of the Board

PHANI K. MANGIPUDI
Company Secretary

Dated this 18th day of April, 2017.
Azamabad, Hyderabad - 500 020



NOTICE OF MEETING

NOTES

1. In accordance with Section 102 of the Companies Act, 2013, Statement setting out the material facts in respect of Special Business is to be annexed to the Notice of the Meeting. There are no items of Special Business to be considered at this Meeting.

2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument of proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.

3. The Register of Members of the Company shall remain closed from Wednesday, 26th July, 2017 to Wednesday, 2nd August, 2017 (both days inclusive) for payment of dividend, if declared.

Valid transfer of shares received at the office of Registrar and Transfer Agents of the Company, M/s. Karvy Computershare Private Limited, before the close of business hours on 25th July, 2017 will be registered in time for the transferees to become eligible for dividend, if declared.

Dividend, if declared, will be paid on or before 31st August, 2017 to those Members whose names appear in the Register of Members of the Company on 2nd August, 2017 or to their mandatees, subject however to the provisions of Section 126 of the Companies Act, 2013 or any amendment thereto or re-enactment thereof. In respect of dematerialised shares, the dividend will be payable on the basis of beneficial ownership as on 25th July, 2017, as per details to be furnished by

National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

4. Corporate members are requested to send, a duly certified copy of the board resolution pursuant to Section 113 of the Companies Act, 2013 authorising their representative to attend and vote on their behalf at the AGM.
5. Brief profile of the Director proposed to be re-appointed is given in the Directors' Report. None of the Directors is related to one another.
6. Members holding shares in physical form should inform the Company's Registrar and Transfer Agents, M/s. Karvy Computershare Private Limited of any change in their registered address, mandate/bank details/e-mail address. Similarly, Members holding shares in electronic form should inform their Depository Participants (DP) of any change in their registered address, mandate/bank details/e-mail address.
7. The shares of the Company are under compulsory demat trading. Members holding shares in physical form are requested to convert their shares into dematerialised form in their own interest and for their convenience.
8. SEBI has directed listed companies to use electronic payment modes such as NEFT, RTGS, ECS etc. for payment to the investors. Members are requested to update their bank details such as MICR, IFSC code etc., with the Registrar and Transfer Agents, M/s. Karvy Computershare Private Limited by submitting a cancelled cheque, while Members holding shares in electronic form are requested to update such bank details with their respective Depository Participants.
9. Members who have multiple folios in identical names or joint names in the same order are requested to intimate the Registrar and Transfer Agents, M/s. Karvy Computershare Private Limited about these folios to enable consolidation of all such shareholdings into one folio.
10. The Securities and Exchange Board of India (SEBI) vide Circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified



NOTICE OF MEETING

that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company/Registrar and Share Transfer Agent for registration of such transfer of shares.

11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed under the Companies Act, 2013 can be obtained from the Registrar and Transfer Agents or can be downloaded from the Company's website www.vsthyd.com.
12. Members are requested to refer to the 'Shareholder Referencer' of the Report on Corporate Governance which *inter-alia* contains details regarding unclaimed dividend.
13. Members are requested to bring their copy of the Annual Report to the Meeting.
14. For the convenience of Members and for proper conduct of the Meeting, entry to the venue of the Meeting will be regulated by Attendance Slip, which is enclosed with this Notice. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the entrance to the venue.
15. The documents referred to in this Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of AGM.
16. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer voting by electronic means to the Members to cast their votes electronically on all items of business set forth in this Notice. The detailed instructions for e-voting are given as a separate attachment to this Notice.
17. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made

available at the Meeting and Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.

18. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

The Company has appointed Mr. Tumuluru Krishnamurty or failing him Mr. B.V. Saravana Kumar, Company Secretaries in Practice, who in the opinion of the Board are duly qualified persons, as a Scrutinizer who will scrutinize the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of three days from the date of conclusion of the Meeting, submit his report of the votes cast in favour or against, if any, to the Chairman of the Company and the result of the same will be disclosed forthwith. The Company has appointed M/s. Karvy Computershare Private Limited as the Agency for the purpose of facilitating the electronic voting.

19. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration Rules), 2014 and any amendment thereof, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address with the Company or as provided by the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s. Karvy Computershare Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. The Members will be entitled to a physical copy of the Annual Report for the financial year 2016-17, free of cost, upon sending a written request either to the Company or to the Registrar & Transfer Agents.

By Order of the Board

PHANI K. MANGIPUDI
Company Secretary

Dated this 18th day of April, 2017.
Azamabad, Hyderabad - 500 020



NOTICE OF MEETING

INSTRUCTIONS FOR REMOTE E-VOTING

1. Use the following URL for e-voting from Karvy website: <https://evoting.karvy.com>
2. Members of the Company holding shares either in physical form or in dematerialized form, as on 25th July, 2017, the cut off date (Record Date), may cast their vote electronically.
3. Enter the login credentials (i.e. user ID and password mentioned in the Attendance Slip enclosed with this Notice). Your Folio No./DP ID Client ID will be your user ID.
4. After entering the details appropriately, click on LOGIN.
5. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT i.e. VST Industries Limited.
8. On the voting page, enter the number of shares as on the cut off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
9. Members holding multiple folios/demat account shall choose the voting process separately for each folio/demat account.
10. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.
11. Once the vote on the Resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
12. The Portal will be open for voting from 9.00 a.m. on 29th July, 2017 and closes at 5.00 p.m. on 1st August, 2017.
13. Members of the Company who have purchased their shares after the dispatch of the Notice but before the cut off date (25th July, 2017) may contact M/s. Karvy Computershare Private Limited at Telephone No. 1800 345 4001 (toll free) to obtain login ID and password.
14. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact M/s. Karvy Computershare Private Limited at Telephone No. 1800 345 4001 (toll free).



AGM Venue - Route Map

Hotel Taj Krishna, Road No. 1, Banjara Hills, Hyderabad - 500 034

Landmark: Between GVK One & City Center Mall