



VST INDUSTRIES LIMITED

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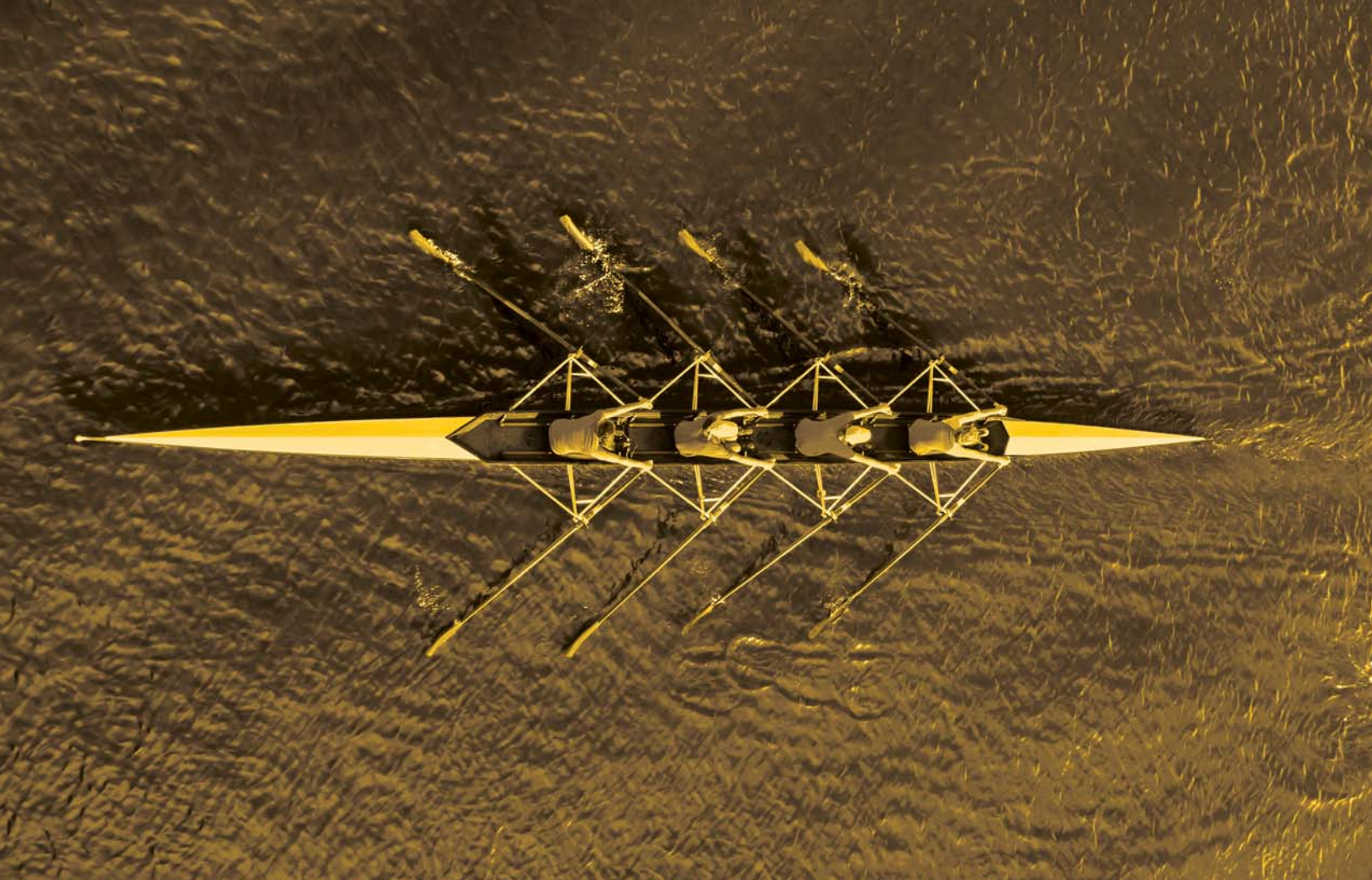
ANNUAL REPORT 2019-20



Welcome to Our 2019-20 Report

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BOARD OF DIRECTORS & CORPORATE INFORMATION

VST INDUSTRIES LIMITED

BOARD OF DIRECTORS & CORPORATE INFORMATION

Directors

NARESH KUMAR SETHI (DIN 08296486)	Chairman
DEVRAJ LAHIRI (DIN 03588071)	Managing Director
S. THIRUMALAI (DIN 00011899)	
RAMA BIJAPURKAR (DIN 00001835)	
SUDIP BANDYOPADHYAY (DIN 00007382)	
RAJIV GULATI (DIN 06820663)	
MUBEEN RAFAT * (DIN 02097314)	

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
E-mail : investors@vstind.com
Website : www.vsthyd.com
CIN : L29150TG1930PLC000576

Registrar & Share Transfer Agents

KFin Technologies Private Limited,
Karvy Selenium Tower B, Plot No.31 & 32,
Financial District, Nanakramguda, Gachibowli,
Hyderabad – 500 032, Telangana.
Phone : +91 40 6716 2222
Fax : +91 40 2342 0814
E-mail : einward.ris@kfintech.com
Website : www.kfinech.com

* Ceased to be a Director with effect from 12th August, 2019.



NOTICE OF MEETING

VST INDUSTRIES LIMITED

NOTICE OF MEETING

NOTICE is hereby given that the Eighty Ninth Annual General Meeting of VST INDUSTRIES LIMITED will be held on Wednesday, 29th July, 2020 at 1.30 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) 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, 2020, 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, 2020.
3. To appoint a Director in place of Mr. Naresh Kumar Sethi [DIN: 08296486] who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board
PHANI K. MANGIPUDI
Company Secretary

Dated this 21st day of May, 2020
Azamabad, Hyderabad-500 020.

NOTES :

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as 'MCA circulars') permitted the holding of the Annual General Meeting (AGM) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (Listing Regulations) and the MCA circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the Eighty Ninth AGM shall be the Registered Office of the Company.
2. A Member entitled to attend and vote at the 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. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. 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 the AGM through VC/OAVM on their behalf and vote through remote e-voting. The Resolution shall be sent to the Scrutinizer by email through its registered email address to saravana1015@gmail.com with a copy marked to evoting@karvy.com.

4. M/s. KFin Technologies Private Limited (KFintech) will be providing facility for voting through remote e-voting, for participation in the Eighty Ninth AGM through VC/OAVM and e-voting during the AGM.
5. Members may join the Eighty Ninth AGM through VC/ OAVM by following the procedure which shall be kept open for the Members from 1.15 p.m. i.e. 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/ OAVM 15 minutes after the scheduled time to start the Eighty Ninth AGM. The detailed instructions for participating in the Eighty Ninth AGM through VC/OAVM are given as a separate attachment to this Notice.
6. Members may note that the VC/OAVM provided by KFintech, allows participation of at least 1000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Register of Members of the Company shall remain closed from Wednesday, 22nd July, 2020 to Wednesday, 29th July, 2020 (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, KFintech, before the close of business hours on 21st July, 2020 will be registered in time for the transferees to become eligible for dividend, if declared.

Dividend, if declared, will be paid within 30 days from the date of the AGM to those Members whose names appear in the Register of Members of the Company on 29th July, 2020 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 21st July, 2020, as per details to be furnished by

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

9. Brief profile of the Directors proposed to be appointed/re-appointed is given towards the end of this Notice pursuant to Regulations 26(4) & 36(3) of the Listing Regulations and Secretarial Standard issued by Institute of Company Secretaries of India. None of the Directors is related to one another.
10. Members holding shares in physical form should inform the Company's Registrar and Transfer Agents, KFinTech 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.
11. The shares of the Company are under compulsory demat trading. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and for their convenience.
12. SEBI has directed listed Companies to use electronic payment modes such as NEFT, RTGS, ECS etc., for payments to the investors. Members are requested to update their bank details such as MICR, IFSC code etc., with the Registrar and Transfer Agents, KFinTech by submitting a cancelled cheque, while Members holding shares in electronic form are requested to update such bank details with their respective Depository Participants.
13. Members who have multiple folios in identical names or joint names in the same order are requested to intimate the Registrar and Transfer Agents, KFinTech about these folios to enable consolidation of all such shareholdings into one folio.
14. 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 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.
15. 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 Agent or

can be downloaded from the Company's website www.vsthyd.com.

16. Members are requested to refer to the "Shareholder Referencer" of the Report on Corporate Governance which inter-alia contains details regarding unclaimed dividend. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents as mentioned above, or the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's unclaimed dividend account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will also be transferred to the IEPF as per Section 124 of the aforesaid Act, and applicable Rules thereunder.
17. The documents referred to in this Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays & Sundays, between 11.00 a.m. and 1.00 p.m. up to the date of the AGM.
18. 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 Listing Regulations, 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. Members who have cast their vote by remote e-voting prior to the Eighty Ninth AGM may also participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. Only those Members, who will be present in the Eighty Ninth AGM through VC/OAVM and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM by following the same procedure as in the remote e-voting.
19. The Company has appointed Mr. Tumuluru Krishna Murty 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. KFin Technologies Private Limited as the Agency for the purpose of facilitating the electronic voting.

20. In compliance with the above referred MCA circulars and the SEBI circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and the Annual Report for 2019-20 will also be available on the Company's website www.vsthyd.com, and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
21. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of the Members w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ KFinTech (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
A Resident individual shareholder with PAN and who is

not liable to pay income tax can submit a yearly declaration in Form No.15G/15H, to avail the benefit of non-deduction of tax at source by email to einward.ris@kfintech.com by 11.59 p.m. IST on 21st July, 2020. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to einward.ris@kfintech.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11.59 p.m. IST on 21st July, 2020. The formats of the same can be downloaded from the website of the Company, www.vsthyd.com.

22. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to the Notice.

By Order of the Board
PHANI K. MANGIPUDI
Company Secretary

Dated this 21st day of May, 2020
Azamabad, Hyderabad-500 020.

INSTRUCTIONS FOR REMOTE E-VOTING

1. Use the following URL for e-voting from KFintech website: <https://evoting.karvy.com>.
2. Members of the Company holding shares either in physical form or in dematerialized form, as on 21st July, 2020, the cutoff 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 cutoff 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 25th July, 2020 and closes at 5.00 p.m. on 28th July, 2020.
13. Members of the Company who have purchased their shares after the dispatch of the notice but before the cutoff date (21st July, 2020) may contact KFintech at Tel No. 1800 345 4001 (toll free) to obtain login id and password or send a request to einward.ris@kfintech.com
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 KFintech at Tel No. 1800 345 4001 (toll free).

INSTRUCTIONS FOR PARTICIPATING THROUGH VC/OAVM

1. Members will be able to attend the Eighty Ninth AGM through VC/OAVM through the video conferencing platform provided by KFintech. This can be accessed at <https://evoting.kfintech.com> under shareholders login by using the remote e-voting credentials and selecting the EVENT for the Company's Eighty Ninth AGM. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice of AGM to avoid last minute rush. Further, Members can also use the OTP based login for logging in to the e-voting system.
2. Members will be required to use internet with a good speed to avoid any disturbance during the Meeting. It is recommended to join the Meeting through Google Chrome for better experience.
3. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
4. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID No./Folio No. and Mobile No. to reach the Company's email

address investors@vstind.com at least 48 hours in advance before the start of the meeting i.e. 27th July, 2020 by 1.30 p.m. IST. Such questions by the Members shall be taken up during the Meeting and replied by the Company suitably.

5. Members, who would like to ask questions during the AGM with regard to the financial statements or any other matter to be placed at the Eighty Ninth AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID No./Folio No. and Mobile No. to reach the Company's email address investors@vstind.com at least 48 hours in advance before the start of the meeting i.e. 27th July, 2020 by 1.30 p.m. IST. Those Members who have registered themselves as a speaker will only be allowed to ask questions during the AGM, depending upon the availability of time. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
6. During the AGM, the Chairman shall, after response to the questions raised by the Members in advance formally propose to the Members participating through VC/OAVM to vote on the Resolutions as set out in the Notice of the Eighty Ninth AGM and announce the start of the casting of vote through e-voting system. After the Members participating through VC/OAVM, who are eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the Meeting.
7. Only those Members who will be present in the AGM through the VC facility and have not casted their vote through remote e-voting are eligible to vote through e-voting in the AGM.
8. Members who need assistance or help during the AGM, can contact KFin Technologies Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad – 500 032, Telangana. Phone : +91 40 6716 2222.

GENERAL INSTRUCTIONS

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.vsthyd.com and on the website of www.kfintech.com immediately. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.