

ANNEXURE A

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended 31st March, 2020.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company considers good Corporate Governance a pre-requisite for meeting the needs and aspirations of its Members and other stakeholders in the Company. The Board of Directors of your Company firmly believes that the same could be achieved by maintaining transparency in its dealings, creating robust policies and practices for key processes and systems with clear accountability, integrity, transparent governance practices and the highest standard of compliance.

2. BOARD OF DIRECTORS

(a) Composition and category of Directors

Name of the Director	Category	No. of outside directorships held *	No. of Memberships/Chairmanships of board committees of other companies #
Mr. Naresh Kumar Sethi [§]	Non-Executive Director	Nil	Nil
Mr. Devraj Lahiri	Managing Director	1	Nil
Ms. Rama Bijapurkar	Independent Non-Executive Director	4	3
Mr. Sudip Bandyopadhyay	Independent Non-Executive Director	7	7
Mr. Rajiv Gulati	Independent Non-Executive Director	Nil	Nil
Mr. S. Thirumalai	Non-Executive Director	Nil	Nil

Notes : There are no inter-se relationships between the Board Members.

Except Mr. S. Thirumalai who holds 25 equity shares, none of the other Directors hold any shares in the Company. There are no convertible instruments issued by the Company and hence none held by the Non-Executive Directors during the year ended 31st March, 2020. Also, Mr. S. Thirumalai was reclassified from being an Independent Director to a Non-Executive Director with effect from 26th July, 2019.

* Other directorships exclude foreign companies, private limited companies, debt listed and alternate directorships.

Only Membership in Audit Committee and Stakeholders' Relationship Committee have been reckoned for other Committee Memberships.

§ Representing equity interest of promoter group – British American Tobacco, U.K.

Directorships and Committees held in other listed companies

Ms. Rama Bijapurkar is on the Board and Member/Chairperson of the Committees* in the following listed companies:-

Name of the Director	Directorship held in the other companies	Name of the Committee	Whether Chairman or Member
Ms. Rama Bijapurkar	Mahindra & Mahindra Financial Services Ltd. – Independent Director	Audit Committee	Member
		Stakeholders Relationship Committee	Chairperson
	Nestle India Limited – Independent Director	Stakeholders Relationship Committee	Chairperson
	Emami Limited – Independent Director	-	-
	ICICI Bank Limited – Independent Director	-	-

Mr. Sudip Bandyopadhyay is on the Board and Member/Chairman of the Committees* in the following listed companies:-

Name of the Director	Directorship held in the other companies	Name of the Committee	Whether Chairman or Member
Mr.Sudip Bandyopadhyay	Wall Street Finance Limited - Director	Audit Committee	Member
		Stakeholders Relationship Committee	Member

* Only Audit & Stakeholders Relationship Committees considered

(b) Attendance of each Director at the Board Meetings and the last Annual General Meeting (AGM)

Name of the Director	No. of Board Meetings held	May 3, 2019	July 26, 2019	August 28, 2019	November 4, 2019	January 22, 2020	AGM held on August 28, 2019
Mr. Naresh Kumar Sethi	5	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Devraj Lahiri	5	Yes	Yes	Yes	Yes	Yes	Yes
Ms. Rama Bijapurkar	5	Yes	Yes	Yes	Yes	Leave of Absence	Yes
Mr. Sudip Bandyopadhyay ¹	5	NA	Yes	Yes	Yes	Yes	Yes
Mr. Rajiv Gulati ²	5	NA	NA	Yes	Yes	Yes	Yes
Mr. S. Thirumalai	5	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Pradeep V. Bhide ³	5	Yes	NA	NA	NA	NA	NA
Ms. Mubeen Rafat ⁴	5	Yes	NA	NA	NA	NA	NA

¹ Appointed as Director w.e.f 1st June, 2019.

² Appointed as Director w.e.f 26th July, 2019.

³ Resigned as Director w.e.f. 1st July, 2019.

⁴ Ceased to be a Director w.e.f. 12th August, 2019.

None of the Independent Non-Executive Directors has any pecuniary relationship or transactions with the Company, its promoters or its senior management which in the judgement of Board may affect the independence of the Director except receiving sitting fees for attending Board/Committee Meetings and commission from the Company.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in these regulations and are independent of the Management.

(c) Other details

The Board of Directors of your Company is routinely presented with all requisite information inter alia as required under the Companies Act, 2013 and the Listing Regulations. Detailed agenda notes containing details required for decision making are circulated to the Directors in advance. The Meetings are held as per the calendar finalized in consultation with the Board Members and the notice and agenda of the Meetings are circulated well in advance.

The Board exercises its powers subject to the provisions of the Companies Act, 2013, Memorandum & Articles of Association, the Listing Regulations and other statutory provisions. The Board reviews the performance and takes on record the actions taken by the Company/Management on its suggestions. The Board meets at least four times a year and the gap between two meetings is not more than 120 days.

None of the Directors on the Board is a Member of more than ten committees or a Chairman of more than five such committees, across all the companies in which he/she is a Director as required under Regulation 26 of the Listing Regulations.

The Board has identified the following core skills/expertise/competencies which are required and available with reference to the business environment in which the Company operates:

Name of the Director	Skills/expertise/competencies of the Director
Mr. Naresh Kumar Sethi	Governance, Marketing and Business Strategy
Mr. S. Thirumalai	Finance & Regulatory
Ms. Rama Bijapurkar	Business Strategy, Marketing & Governance
Mr. Sudip Bandyopadhyay	Business Strategy & Finance
Mr. Rajiv Gulati	Business Strategy & Marketing
Mr. Devraj Lahiri	Business Strategy & Marketing

Independent Directors' Meeting

During the year, the Independent Directors met on 3rd May, 2019 without the presence of Non-Independent Directors and Members of management inter alia to review their role, functions and duties. They further reviewed the guidelines of professional conduct as enumerated in Schedule IV (Code for Independent Directors) to the Companies Act, 2013. During the said Meeting, the Independent Directors reviewed the performance of the Non-Executive Director, including the Chairman and the Board as a whole.

They also assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties and found them to be satisfactory.

(d) Familiarization Programme for Independent Directors

In order to familiarize the Independent Directors with the Company and to inform them about their roles, rights and responsibilities, the Company conducts orientation programs by various departmental heads such as Legal & Secretarial, Marketing, Finance, Technical, etc. The Independent Director is also taken for a market visit, visit to tobacco growing areas, leaf division and tour of the plant. In addition to the above, any other detail which the Director wants or any other department or function which the Director wants to meet is also arranged. The Policy on Familiarization Programme for Independent Directors and the details of such familiarisation programmes are disseminated on the website of the Company ([www.vsthyd.com/i/Familiarisation Program.pdf](http://www.vsthyd.com/i/Familiarisation%20Program.pdf)).

The Board also carried out an assessment of the Independent Directors and confirmed that in its opinion they fulfill the conditions of independence as specified under the Companies Act and the Listing Regulations as amended and are independent of management.

3. AUDIT COMMITTEE

(a) Terms of Reference

The primary objective of the Committee is to monitor and provide an effective supervision of the financial reporting process, to ensure accurate and timely disclosures with highest level of transparency, integrity and quality of financial reporting. The terms of reference of the Audit Committee covers all the matters specified under Section 177 of the Companies Act, 2013 and those enumerated in Regulation 18 of the Listing Regulations. The terms of reference of the Audit Committee are as under :

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to :
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;

- b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Modified Opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
 6. Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in the matter;
 7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the Company with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the Company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up thereon;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud of irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the Whistle Blower mechanism;
 19. Approval of appointment of CFO (i.e. the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee mandatorily reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee) submitted by management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee; and

6. Statement of deviations:

- a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1);
- b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

(b) Composition, Meetings and Attendance during the financial year

Name of the Member	Category	Attendance at the Audit Committee Meetings held on			
		May 3, 2019	July 26, 2019	November 4, 2019	January 22, 2020
Mr. Sudip Bandyopadhyay ¹	Independent Non-Executive Director [Chairman]	-	Yes	Yes	Yes
Ms. Rama Bijapurkar	Independent Non-Executive Director	Yes	Yes	Yes	Leave of Absence
Mr. Rajiv Gulati ²	Independent Non-Executive Director	-	-	Yes	Yes
Mr. S. Thirumalai	Non-Executive Director	Yes	Yes	Yes	Yes
Mr. Pradeep V. Bhide ³	Non-Executive Director	Yes	NA	NA	NA
Ms. Mubeen Rafat ⁴	Independent Non-Executive Director	Yes	NA	NA	NA

¹ Appointed as Chairman of the Committee w.e.f. 28th August, 2019.

² Appointed a Member of the Committee w.e.f 26th July, 2019.

³ Resigned as Director w.e.f. 1st July, 2019

⁴ Ceased to be a Director w.e.f. 12th August, 2019

The representatives of the statutory auditors and internal auditors and the CFO are the permanent invitees and they have attended all the Meetings held during the year. The Company Secretary is the Secretary to the Committee. Minutes of the Audit Committee Meetings are circulated to the Members of the Board of Directors and taken note of.

4. Nomination and Remuneration Committee:**(a) Terms of Reference**

Pursuant to Section 178 of Companies Act, 2013 read with Regulation 19 of the Listing Regulations as amended, the terms of reference are as under:

- a) Identify persons who are qualified to become Directors in accordance with the criteria laid down;
- b) Lay down the criteria for appointment at senior management level;
- c) Recommend to the Board, appointment and removal of Directors;
- d) To vet and approve recommendations from the Executive Directors for the appointment and succession of senior managers;
- e) Formulate a criteria for evaluation of every Director's performance;
- f) Formulate criteria for determining qualifications, positive attributes and independence of a Director;
- g) Recommend to the Board, a policy relating to remuneration for Directors, Key Managerial Personnel & other employees;
- h) Recommend to the Board, all remuneration payable to senior management;
- i) Assess, approve or recommend the training and development requirements of Directors and senior management as recommended by the Executive Directors;
- j) Devising a policy on Board Diversity.

(b) Composition, Meetings and Attendance during the financial year

Name of the Member	Category	Attendance at the Nomination & Remuneration Committee Meetings held on	
		May 3, 2019	July 26, 2019
Ms. Rama Bijapurkar ¹	Independent Non-Executive Director	-	-
Mr. Sudip Bandyopadhyay	Independent Non-Executive Director	-	Yes
Mr. Rajiv Gulati	Independent Non-Executive Director	-	Yes
Mr. Naresh Kumar Sethi	Non-Executive Director	Yes	Yes
Mr. S. Thirumalai	Non-Executive Director	Yes	Yes
Mr. Pradeep V. Bhide ²	Non-Executive Director	Yes	NA
Ms. Mubeen Rafat ³	Independent Non-Executive Director	Yes	NA

¹ Appointed as Chairperson of the Committee w.e.f. 28th August, 2019.

² Resigned as Director w.e.f. 1st July, 2019

³ Ceased to be a Director w.e.f. 12th August, 2019

The Company Secretary acts as Secretary to the Committee.

(c) Remuneration Policy**Purpose**

The remuneration policy defines the compensation or remuneration philosophy of the organisation. It specifies about the drivers of the philosophy, where the Company positions itself in the overall industry/market related percentile, who are the comparators for the purpose of remuneration.

Scope

It covers the Executive Directors and management level employees of the Company comprising of senior management, middle management and junior management.

Compensation Philosophy

The Company's compensation philosophy reflects on the guiding principles of aligning with Company objective of sustained improvement in performance, promoting a culture of meritocracy, creating a linkage to corporate & individual performance, market competitiveness and positive influence on the employee contribution and continuity.

The Company's remuneration philosophy aligns with broader HR strategy which reinforces employee value proposition through enabling work environment, empowering and engaging work culture.

The remuneration philosophy is driven by :

1. Business performance - Remuneration as an effective instrument to enhance performance and therefore link as an optimum mix of individual & company performance.
2. Remuneration practices support and encourage meritocracy based on objectivity, fairness & transparency.
3. Remuneration policy will act as motivational tool & drive the desired positive behaviors and thus improve the overall organizational health and performance.
4. Taking in to the competitive context, remuneration is based on market/industry positioning vis-a-vis relevant competitors.

For determining the market/industry positioning, FMCG, manufacturing form the basket of comparators with primary focus on FMCG sector. The list of the comparators and the positioning of the remuneration structure is reviewed periodically as may be required but at least once in three years in tune with the requirement of the Company.

Employee compensation positioning is determined by his/her performance as assessed on the basis of the applicable performance management system.

Policy Definition

Remuneration policy of the Company has been designed to attract, retain and motivate the employees and Directors of the quality required to run the Company successfully. The remuneration is directly linked to the individual performance and is measurable on specified benchmarks as set by the Company. The remuneration is an optimum mix of fixed and variable pay and comprises of the components as mentioned under:

- a. Fixed components: Comprising of (i) Basic salary; (ii) Fixed allowances & perquisites; (iii) Retiral benefits.
- b. Variable components: Comprising of performance linked bonus, paid annually.

Individual compensation fixation is as under:

Executive Directors & senior management: Compensation fitment for Executive Directors is in the top quartile or thereabout and for senior management, above the median of the market/industry positioning.

Middle & junior management : Individual compensation fitment in this category is around the median of the market/industry positioning.

The variable component of the salary at the junior management starts at 10% of the total cost of the Company and goes up to 35% for senior management. The variable component for the Executive Directors is subject to statutory provisions and approval of the shareholders.

The Company's performance management system differentiates the executives under four categories and they are accordingly rated based on the agreed key result areas. The reward is linked to the performance rating.

The review of the compensation structure in line with the market shall be done periodically as may be required but at least once in three years. All other perquisites and benefits shall also be reviewed at least once in three years.

Remuneration of Non-Executive Directors

Non-executive directors of the Company are paid sitting fees for attending Board & Committee Meetings, reimbursement of expenses for attending the Meetings and remuneration / commission as a percentage of net profit, as approved by the Members within the overall limit prescribed under the law and they are not eligible for any stock options.

Criteria for selection and appointment of Directors

Criteria for selection and appointment of Directors is given as part of the Board Report.

Criteria for performance evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, criteria for performance evaluation of individual Directors, Board as a whole as well as the Board Committees has been formulated.

Performance of the Directors was evaluated on broad criteria such as contribution to the Board and Committees thereof; contribution to effective Board governance; contribution to the Company and management to achieve its plans, goals, corporate strategy and risk mitigation; level of preparedness; level of participation in the Board and Committee Meetings etc. In addition to the above parameters, the performance of Executive Director was also evaluated against his Key Responsibility Areas (KRAs). The Chairman's performance was evaluated by Independent Directors on above parameters after considering the views of Executive and Non-Executive Directors. Independent Directors were also assessed by the entire Board (excluding the person being evaluated), based on their performance, fulfillment of the Independence criteria and their independence from the management vis-à-vis Code for Independent Directors under Schedule IV of the Companies Act, 2013. A structured format for evaluation of the Directors on the above parameters has been prepared for the purpose. Director being evaluated does not participate in the evaluation process.

The performance of Board Committees were evaluated by the Board on the basis of their achievement of charter and role of each Committee. The performance of Board as a whole was evaluated by the Independent Directors on the basis of its duties and responsibilities as per terms of reference. The evaluation also assesses the Board composition, need for induction/change in Directors, Board's role in contributing to the growth and progress of the Company, etc.

The overall outcome from the evaluation was that the Board and its individual Directors are performing effectively and that the Board is well supported to focus on strategy, governance and compliance.

(d) Details of remuneration paid to all the Directors for the financial year ended 31st March, 2020

Name	Position	Salary / Remuneration ₹	Allowances, benefits and contributions to Provident/Pension and Other Funds ₹	Performance Linked Bonus ₹	Other Remuneration ₹	Commission ₹	Sitting Fees ₹	Total ₹
Mr. Naresh Kumar Sethi	Chairman-Non-Executive Director	-	-	-	83,33,336	80,00,000	4,00,000	1,67,33,336
Mr. Devraj Lahiri	Managing Director	1,04,76,000	1,11,73,798	1,57,14,000	-	-	-	3,73,63,798
Ms. Rama Bijapurkar	Independent Non-Executive Director	-	-	-	-	55,00,000	6,80,000	61,80,000
Mr. Sudip Bandyopadhyay	Independent Non-Executive Director	-	-	-	-	47,00,000	7,80,000	54,80,000
Mr. Rajiv Gulati	Independent Non-Executive Director	-	-	-	-	38,00,000	6,00,000	44,00,000
Mr. S. Thirumalai	Non-Executive Director	-	-	-	16,66,664	50,00,000	12,40,000	79,06,664
Mr. Pradeep V. Bhide ¹	Chairman-Non-Executive Director	-	-	-	-	-	2,80,000	2,80,000
Ms. Mubeen Rafat ²	Independent Non-Executive Director	-	-	-	-	-	3,10,000	3,10,000

¹ Resigned as Director w.e.f. 1st July, 2019

² Ceased to be a Director w.e.f. 12th August, 2019

The Company has no stock option scheme and hence no stock options have been granted to the Directors.

Benefits for Managing Director include gas, electricity, water, furnishings, medical reimbursement and leave travel concession for self and family, club fees, personal accident insurance, etc. in accordance with the Rules of the Company, the monetary value of such perquisites being limited to ₹ 36,00,000 per annum. In addition, the following perquisites are provided which are not included in the above monetary limit:

- Rent free furnished accommodation owned / leased / rental by the Company or housing allowance in lieu thereof, subject to a maximum of 30% of Consolidated Salary;
- Contribution to provident fund and superannuation fund up to a maximum of 27% of salary and contribution to gratuity fund up to 8.33% of salary as limited and defined in the Rules of the respective funds, or up to such other limit as may be prescribed under the Income Tax Act, 1961 and the Rules thereunder for this purpose;
- Use of Company car for official purposes and telephone at residence and cell phone (including payment for local calls and long distance official calls);
- Encashment of unavailed leave as per the Rules of the Company at the time of retirement/cessation of service;
- Long service award as per the Rules of the Company;
- Costs and expenses incurred by the Company in connection with joining/transfer from one location to another as per the Rules of the Company.

The appointment of Executive Directors is governed by Resolutions passed by the Board of Directors and the Members of the Company, which cover the terms and conditions of such appointment, read with the service rules of the Company. The notice period for Executive Directors is six months as per Article No.101 of Articles of Association of the Company. No significant material transactions have been made with the Non-Executive Directors vis-a-vis the Company. There are no service contracts entered into and no severance fees paid to the Directors.

Performance of the Managing Director is evaluated basis his achievement as determined by the Key Result Areas identified and agreed at the beginning of the year.

(e) Criteria for making payments to Non-Executive Directors

The Board periodically reviews the criteria for making payments to Non-Executive Directors. The Non-Executive Directors are paid sitting fees for attending each Meeting of the Board or its Committee as per the details given below:

	From 1st April to 25th July, 2019	From 26th July, 2019
Board Meeting	- ₹ 80,000	₹ 1,00,000
Audit Committee	- ₹ 70,000	₹ 1,00,000
Stakeholders Relationship Committee	- ₹ 30,000	₹ 50,000
Nomination & Remuneration Committee	- ₹ 50,000	₹ 80,000
Corporate Social Responsibility Committee	- ₹ 30,000	₹ 80,000
Risk Management Committee	- ₹ 50,000	₹ 80,000
Strategy Committee	- -	₹ 80,000

Members of the Company have approved payment of Commission not exceeding one percent of the net profits to the Non-Executive Directors of the Company for each of the five financial years commencing from 1st April, 2018. Commission paid to Non-Executive Directors is determined based on their performance evaluation and on the basis of their Memberships in various Committees of the Board.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

In terms of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations as amended, the Committee inter alia looks after the redressal of investors' complaints, issue of duplicate shares, reviews the work of Registrar and Share Transfer Agents, etc.

Composition, Meetings and Attendance during the financial year:

Name of the Member	Category	Attendance at the Stakeholders' Relationship Committee Meetings held on			
		May 3, 2019	July 26, 2019	November 4, 2019	January 22, 2020
Ms. Rama Bijapurkar	Independent Non-Executive Director [Chairperson]	Yes	Yes	Yes	Leave of Absence
Mr. Rajiv Gulati	Independent Non-Executive Director	NA	NA	Yes	Yes
Mr. Naresh Kumar Sethi	Non-Executive Director	Yes	Yes	Yes	Yes
Mr. S. Thirumalai	Non-Executive Director	Yes	Yes	Yes	Yes
Mr. Devraj Lahiri	Managing Director	Yes	Yes	Yes	Yes
Ms. Mubeen Rafat ¹	Independent Non-Executive Director	Yes	NA	NA	NA

¹ Ceased to be a Director w.e.f. 12th August, 2019

The Company Secretary acts as the Secretary to the Committee.

- Name and designation of Compliance Officer : Phani K. Mangipudi, Company Secretary
- Number of shareholders' complaints received and attended during the financial year ended 31st March, 2020**

Nature of complaints / queries	Received	Attended	Pending
Non-receipt of annual reports	1	1	Nil
Non-receipt of dividend warrants	109	109	Nil
Non-receipt of share certificates	25	25	Nil
Letters from stock exchanges / SEBI	7	7	Nil

The shareholders/investors complaints and other complaints are normally responded to as prescribed by SEBI under general norms for processing documents, transfers etc., except where constrained by disputes or legal impediments. There are some pending cases relating to disputes over the title to shares in which the Company has been made a party. However, these cases are not material in nature.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In compliance with the provisions of Section 135 of the Companies Act, 2013, Corporate Social Responsibility Committee has been constituted.

The terms of reference of the Committee are as under :

- Identify the areas for carrying out the activities and formulate policy to undertake the same;
- Identify the projects, programs for specific area of activity, finalise the budget and earmark the expenditure for each activity and recommend the same to the Board every year;
- To determine the location where CSR activities shall be undertaken;
- To monitor the progress of the projects/activities from time to time;
- To nominate employees who shall be responsible for implementation, execution and monitoring of CSR activities;
- To hire services of external service providers, Non-Governmental Organisations (NGOs), volunteers, professionals, consultants, specialized agencies, etc., if required, to undertake such activities.

Composition, Meetings and Attendance during the financial year

Name of the Member	Category	Attendance at the CSR Committee Meetings held on
		May 3, 2019
Ms. Mubeen Rafat ¹	Independent Non-Executive Director [Chairperson]	Yes
Mr. Pradeep V. Bhide ²	Non-Executive Director	Yes
Mr. Rajiv Gulati ³	Independent Non-Executive Director	NA
Ms. Rama Bijapurkar	Independent Non-Executive Director	Yes
Mr. Naresh Kumar Sethi	Non-Executive Director	Yes
Mr. S. Thirumalai	Non-Executive Director	Yes
Mr. Devraj Lahiri	Managing Director	Yes

¹ Ceased to be a Director w.e.f. 12th August, 2019

² Resigned as Director w.e.f. 1st July, 2019.

³ Appointed as Chairman of the Committee w.e.f. 28th August, 2019.

The Company Secretary acts as the Secretary to the Committee.

7. SUBSIDIARY COMPANY

The Company does not have any material subsidiary company as defined in Regulation 16 of the Listing Regulations. Hence, no policy for determining material subsidiaries has been framed.

8. RISK MANAGEMENT

The Company has laid down procedures to inform Board Members about the risk assessment and minimization procedures. The Company has constituted the Risk Management Committee in terms of Regulation 21 of Listing Regulations effective from April 2019.

Composition, Meetings and Attendance during the financial year

Name of the Member	Category	Attendance at the Risk Management Committee Meetings held on May 3, 2019
Mr. S. Thirumalai	Non-Executive Director [Chairman]	Yes
Mr. Pradeep V. Bhide ¹	Non-Executive Director	Yes
Ms. Mubeen Rafat ²	Independent Non-Executive Director	Yes
Mr. Sudip Bandyopadhyay ³	Independent Non-Executive Director	NA
Ms. Rama Bijapurkar	Independent Non-Executive Director	NA
Mr. Rajiv Gulati	Independent Non-Executive Director	NA
Mr. Naresh Kumar Sethi	Non-Executive Director	NA
Mr. Devraj Lahiri	Managing Director	Yes
Mr. Anish Gupta	Senior Management	Yes
Mr. Kalyan Basu	Senior Management	Yes
Mr. S. Sriram	Senior Management	Yes

¹ Resigned as Director of the Company w.e.f. 1st July, 2019.

² Ceased to be a Director w.e.f. 12th August, 2019

³ Appointed as Chairman of the Committee w.e.f. 28th August, 2019.

The Company Secretary acts as the Secretary to the Committee.

9. GENERAL BODY MEETINGS

(i) Location and time of last three Annual General Meetings are as under:

Year	Venue	Date	Time
2018-19	Hotel Taj Krishna, Banjara Hills, Hyderabad	28.8.2019	09.30 a.m.
2017-18	Hotel Taj Krishna, Banjara Hills, Hyderabad	28.9.2018	09.30 a.m.
2016-17	Hotel Taj Krishna, Banjara Hills, Hyderabad	02.8.2017	09.30 a.m.

(ii) The following Special Resolutions were passed by the Members at the last three Annual General Meetings:

Annual General Meeting held on 28th August, 2019

No special resolutions were passed

Annual General Meeting held on 28th September, 2018

Payment of remuneration by way of Commission to Non-Executive Directors

Annual General Meeting held on 2nd August, 2017

No special resolutions were passed

(iii) No special resolution was passed through postal ballot during the year. No special resolution is proposed to be conducted through postal ballot.

10. MEANS OF COMMUNICATION

The quarterly/half yearly financial results are announced within 45 days of close of each quarter. The annual audited financial results are announced within 60 days from the close of the financial year as per the requirements of the Listing Regulations. The aforesaid financial results are disclosed to BSE Limited [BSE] and The National Stock Exchange of India Limited [NSE] where the Company's securities are listed. The quarterly, half yearly and annual financial results are published in Business Standard and in a vernacular newspaper i.e., Andhra Prabha/Nava Telangana. The results along with other official information are also posted on the Company's website viz., www.vsthyd.com.

During the year, there were no presentations made to institutional investors or to the analysts.

The Stock Exchanges viz., BSE and NSE, maintain separate online portals for electronic submission of information. As part of the Listing Regulations compliances, all the disclosures, results and other communications are filed electronically on these online portals.

11. GENERAL SHAREHOLDER INFORMATION

Date, Time and Venue of the Annual General Meeting

29th July, 2020 at 1.30 p.m. (IST) through Video Conference (VC)/Other Audio Visual Means (OAVM).

Financial year : 1st April, 2020 to 31st March, 2021

Financial Calendar 2020-21 [Tentative]

First quarter results	July, 2020
Second quarter and half yearly results	October, 2020
Third quarter results	January, 2021
Annual results	April, 2021

Dates of Book Closure : 22nd July, 2020 to 29th July, 2020 [both days inclusive]

Dividend Payment Date : Within 30 days of the AGM date.

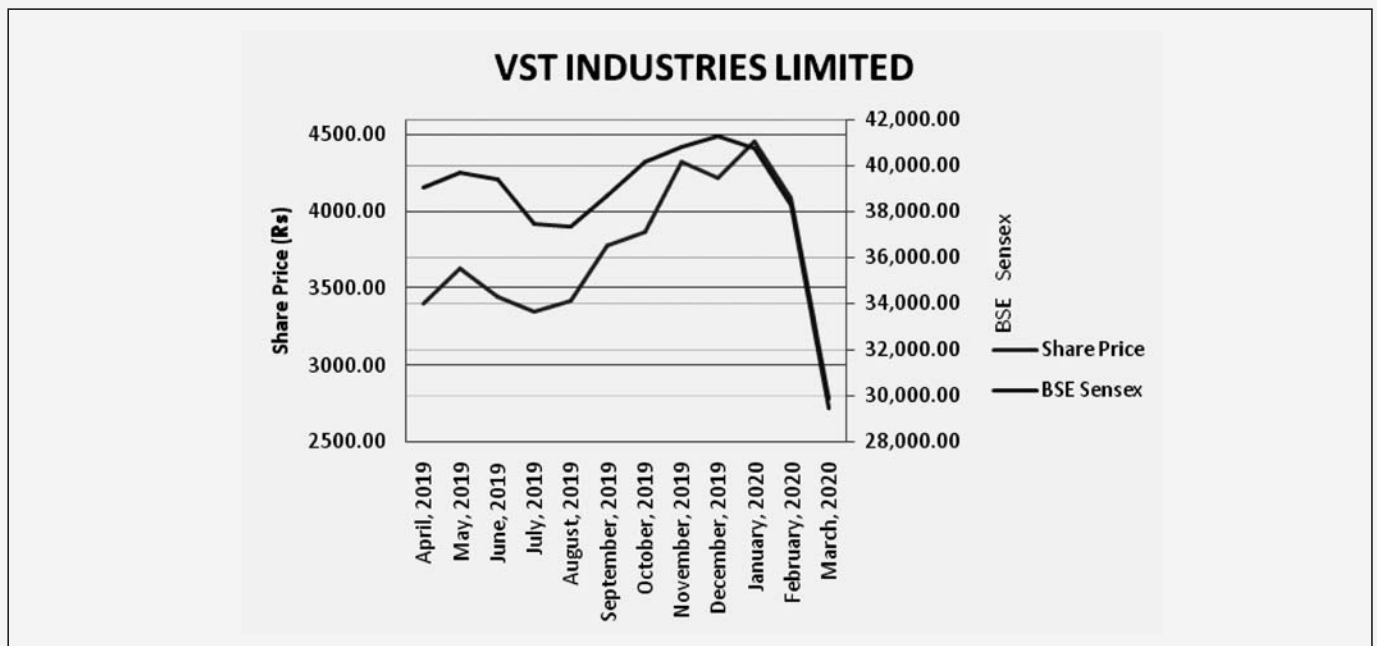
Listing on Stock Exchanges with Stock Code:

S.No.	Name of the Stock Exchange	Stock Code
1	BSE Limited 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	509966
2	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051	VSTIND

Annual Listing Fees have been paid to the above stock exchanges.

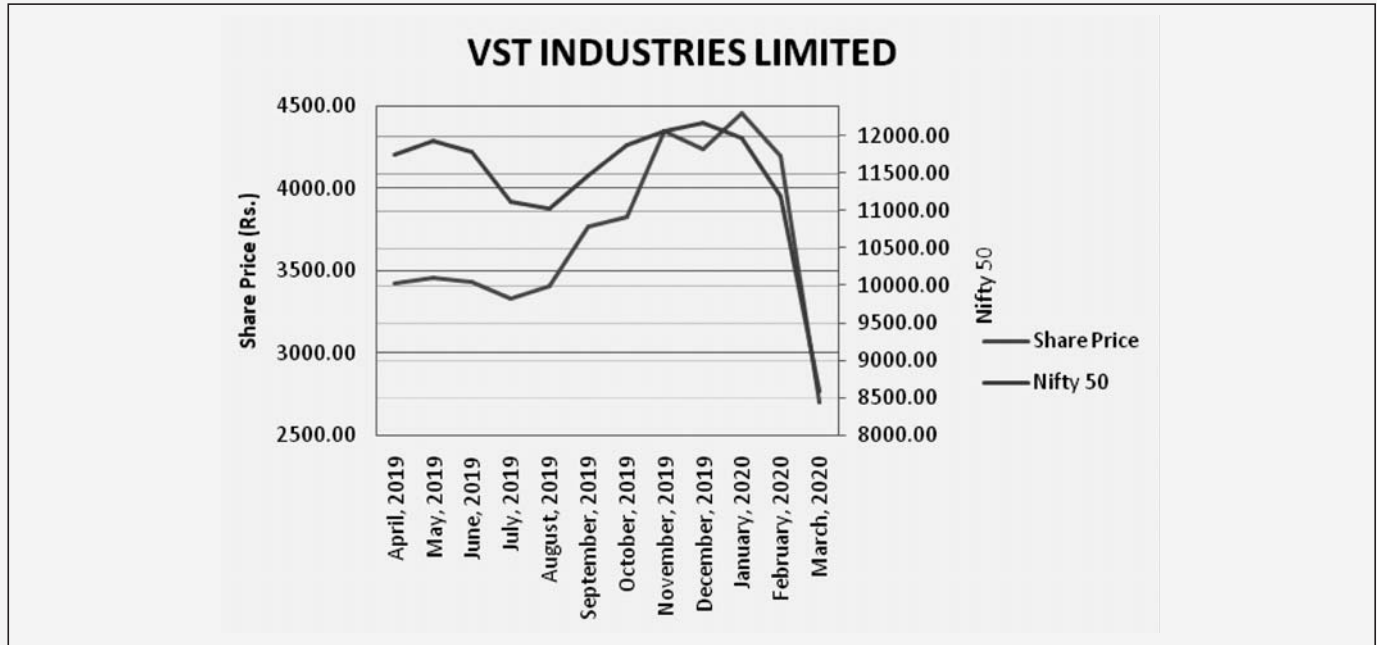
Market Price Data: High/Low during each month in the last financial year (2019-20)

Period	¹ BSE		² NSE	
	High ₹	Low ₹	High ₹	Low ₹
April, 2019	3838.00	3298.20	3675.00	3311.00
May, 2019	3634.05	3341.05	3623.85	3320.00
June, 2019	3568.25	3412.00	3560.05	3420.00
July, 2019	3586.00	3166.80	3870.00	3150.10
August, 2019	3517.75	3276.00	3515.40	3300.00
September, 2019	3800.00	3401.55	3825.00	3407.00
October, 2019	3999.00	3626.65	3999.90	3618.10
November, 2019	4673.00	3812.35	4676.10	3779.95
December, 2019	4399.90	3906.00	4353.75	3966.00
January, 2020	4856.45	4156.70	4848.00	4160.00
February, 2020	4510.75	4060.00	4551.70	4050.00
March, 2020	4198.90	2550.00	4219.95	2536.00

¹ Source – www.bseindia.com² Source – www.nseindia.com**Performance in comparison with BSE Sensex**[based on closing price/Sensex] [Source:www.bseindia.com]

Performance in comparison with Nifty 50

[based on closing price/Nifty 50] [Source: www.nseindia.com]



None of the securities of the Company were suspended from trading during the year.

Registrar and Transfer Agents

As a Member of the Company, you are encouraged to contact the Registrar and Transfer Agents for all your shares related services and queries at the below address:

KFin Technologies Private Limited
 Karvy Selenium Tower B, Plot No. 31 & 32,
 Financial District, Nanakramguda, Gachibowli,
 Hyderabad - 500 032, Telangana.
 Tel: + 91-40-67161606 Fax: + 91-40-23420814
 email: einward.ris@kfintech.com

Contact Person: Mr. Praveen Chaturvedi – General Manager – Corporate Registry
 Mr. Raghu Veedha – Deputy Manager – Corporate Registry

Share Transfer System

The share transfers which are received in physical form are registered and returned in the normal course within an average period of 15 days from the date of receipt, if the documents are clear in all respects. The Board has delegated the authority for approving transfer, transmission etc., of the Company's securities to the Share Transfer Committee comprising of Managing Director and Company Secretary. A summary of transfer and transmission of shares of the Company approved is placed at the Meeting of the Stakeholders' Relationship Committee.

Requests for dematerialisation of shares are processed and confirmation is given to the respective depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 2 working days from the date of receipt of request. There are no pending share transfers as at 31st March, 2020.

Distribution of shareholding as on 31st March, 2020

Slab	No. of Shares	%	No. of Shareholders	%
1 - 500	8,85,021	5.73	15,208	95.03
501 - 1000	3,05,679	1.98	425	2.66
1001 - 2000	2,69,829	1.75	191	1.20
2001 - 3000	1,76,027	1.14	72	0.46
3001 - 4000	71,820	0.47	21	0.13
4001 - 5000	53,802	0.35	12	0.08
5001 - 10000	2,00,367	1.30	29	0.18
10001 and above	1,34,79,375	87.29	42	0.26
Total	1,54,41,920	100.00	16,000	100.00
Physical Mode	3,51,352	2.28	2,097	13.11
Demat Mode	1,50,90,568	97.72	13,903	86.89

Dematerialisation of shares and liquidity

With effect from 26th June, 2000, trading in the Company's shares was made compulsory in the dematerialised form. The Company's shares are available for trading in the depository systems of both NSDL and CDSL.

As at 31st March, 2020, 1,50,90,568 equity shares of the Company constituting 97.72% of Issued and Subscribed Capital, were held in depository mode. The processing activities with respect to the requests received for dematerialisation are generally completed within two working days. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE710A01016. The annual custody fee for the financial year 2020-2021 will be remitted to NSDL and CDSL, the Depositories, before the due date.

The Company's shares are regularly traded both on BSE and NSE.

Categories of Shareholding as on 31st March, 2020

Category	Number of Shares held	Percentage of Shareholding
Promoters and Associates	49,65,902	32.16
FII's/FPIs	8,44,514	5.46
Insurance Companies	2,45,471	1.59
Mutual Funds	21,31,973	13.81
Nationalised banks and other banks	16,097	0.10
NRI's and OCB's	1,01,579	0.66
Bodies Corporate	41,81,450	27.08
Indian Public and Others	29,54,934	19.14
TOTAL	1,54,41,920	100.00

Reconciliation of Share Capital Audit

For each quarter of the financial year 2019-20, a qualified Company Secretary in Practice has carried out audit under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018, as amended to reconcile the total admitted capital with NSDL and CDSL and total issued and listed capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL and the same is filed with BSE & NSE.

Similarly, the Company obtains from a Company Secretary in Practice, half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations and copy of the same is filed with BSE and NSE.

Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on Equity

Not applicable as the Company has not made any such issue.

Commodity price risk or foreign exchange risk and hedging activities:

During the year, the Company had managed the foreign exchange risk and hedged to the extent considered necessary. The Company uses forward exchange contracts to hedge its foreign currency exposures related to the underlying transactions, firm commitments and highly probable forecasted transactions. The use of these foreign exchange forward contracts are intended to reduce the risk or cost to the Company and are not intended for trading or speculation purpose. The details of foreign currency exposure are disclosed in Note No. 30 to the Financial Statements.

The Principal raw material used by the Company in manufacture of its finished product i.e. Cigarettes, is tobacco. Factors that influence fluctuations in tobacco prices and availability include farm prices, government's policies, operational issues, natural disasters and economic conditions among others.

The Company's commodity risk is arising from volatility in price and non-availability of tobacco is managed centrally through well-established operations and control processes which includes diversified tobacco sourcing strategy from both dealers and farmers coupled with sourcing in different seasons. There have been no significant changes in the nature of the risk exposures over the last 12 months and there is no futures market in tobacco. Therefore, there are no separate disclosures to offer in terms of the SEBI Regulations/circulars issued from time to time.

Plant Locations

1-7-1063/1065, Azamabad,
Hyderabad – 500 020,
Telangana.

Survey No.288/289,
Muppireddy Palli,
Toopran, Medak, Telangana.

Address for correspondence

Registered Office

VST Industries Limited
1-7-1063/1065, Azamabad
Hyderabad – 500 020.
Telephone +91 40 2768 8000
Fax: +91 40 2761 5336
Email: investors@vstfind.com

Mr. Phani K. Mangipudi
Company Secretary & Compliance Officer

No fresh credit ratings have been obtained by the Company during the relevant financial year for any debt instruments or any fixed deposit programme or any scheme or proposal of the Company involving mobilization of funds, whether in India or abroad.

13. DISCLOSURES

i) Related Party Transactions (RPT)

There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company as contained under Section 188 of Companies Act, 2013. Suitable disclosures as required by the Indian Accounting Standards [IND AS24] have been made in the notes to the Financial Statements.

The Company has also formulated a policy for determining the Material RPT and the details of such policies for dealing with RPT are disseminated on the Company's website at: ([www.vsthyd.com/i/VST RPT Policy1.pdf](http://www.vsthyd.com/i/VST_RPT_Policy1.pdf)).

The details of transactions with related parties were placed before the Audit Committee and the Committee has reviewed the same for the year ended 31st March, 2020. The details of RPT are disclosed in Note No. 28 of Notes on Financial Statements to the Accounts in the Annual Report and also in Form AOC-2 attached with the Boards' Report.

ii) Strictures and Penalties

The Company has received notices from the Bombay Stock Exchange and the National Stock Exchange with respect to the composition of the Audit Committee. The Company has immediately reconstituted the composition of the Audit Committee and paid the applicable penalty prescribed under the circular No. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated 3rd May, 2018 issued by SEBI. Apart from this, no strictures or penalties have been imposed on the Company by the Stock Exchanges or by SEBI or by any statutory authority on any matters related to capital markets during the last three years.

iii) Vigil Mechanism/Whistle Blower Policy

In terms of Section 177(9) and 177(10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, a Whistle blower Policy is formulated to encourage all employees & Directors of the Company to report any unethical behaviour, actual or suspected fraud or violation of the 'Code of Conduct and Ethics Policy' of the Company. The said policy also has provisions for providing a secure environment to such employees acting in good faith and safeguarding them from any adverse action by the management.

The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for genuinely raised concerns. A Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee. Any matter can be reported at E-mail ID : whistleblower@vstind.com.

In case of disclosure against any Director or in case of no corrective action or non-receipt of response on the disclosure within 30 days, the whistle blower shall have the right to directly approach the Chairman of the Audit Committee. No personnel have been denied access to the Audit Committee in this regard.

iv) The Company since has not raised any funds through preferential allotment or qualified institutional placement, there is no question of utilization of such funds.

v) There have been no instances where the Board has not accepted any recommendation of any Committee of the Board which is mandatorily required during the financial year.

vi) Code of Conduct

Your Board of Directors has laid down Code of Conduct & Ethics Policy which is applicable to all Board Members and employees of the Company. This is also posted on the website of the Company [www.vsthyd.com]. The Code lays down the standard of conduct to be followed by all the Directors and Employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with the stakeholders. The Code also contains the duties of Independent Directors as laid down in the Companies Act, 2013.

Declaration

This is to confirm that all the Board Members and senior management personnel have affirmed compliance with the Code of Conduct as adopted by the Company, for the year ended 31st March, 2020.

Hyderabad, 16th April, 2020

For VST INDUSTRIES LIMITED
DEVRAJ LAHIRI
MANAGING DIRECTOR

vii) Accounting Treatment

In preparation of the financial statements, the Company has followed the accounting principles generally accepted in India, including Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015. The accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

viii) Management

Pursuant to Regulation 26(5) of the Listing Regulations, for the year ended 31st March, 2020, your Company's Board has obtained declarations from the senior management relating to any material, financial and commercial transactions where they have personal interest that may have a potential conflict with the interests of the Company at large.

ix) Shareholders Information

The quarterly results are sent to the stock exchanges on which the Company's shares are listed and also displayed on its own website. During the year there were no presentations made by the Company to analysts.

To expedite the process of share transfers, post approval of Share Transfer Committee, the power has been delegated to Registrar and Transfer Agents – M/s. KFin Technologies Private Limited.

x) Prohibition of Insider Trading

In compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended, the Company has adopted a Policy for prohibition of Insider Trading for Directors and specified employees and designated persons. The Policy provides for periodic disclosures and pre-clearance for dealing in Company's shares and prohibits such transaction by the Directors and specified employees while in possession of unpublished price sensitive information (UPSI) in relation to the Company and during the period when the Trading Window is closed. The Company has also formulated a policy on inquiry in case of leak of UPSI.

xi) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

a.	No. of complaints filed during the financial year	Nil
b.	No. of complaints disposed of during the financial year	Nil
c.	No. of complaints pending as on end of the financial year	Nil

There have been no instances of non-compliance of any requirement of corporate governance, except to the extent disclosed earlier.

xii) Statutory Auditor

The statutory auditor of the Company and all the entities in the network firm/network entity of which the statutory auditor is a part have been paid a total fees of ₹50.54 lakhs for all the services rendered by them during the financial year 2019-20.

xiii) CEO and CFO Certification

The CEO (Managing Director) and CFO certification for the year ended 31st March, 2020 has been annexed at the end of this Report. Similarly, the CEO and CFO have also given quarterly certification on financial results while placing the quarterly financial results before the Board in terms of Regulation 33(2) of the Listing Regulations.

xiv) Adoption of Discretionary Requirements

The Company has complied with all the mandatory requirements of Regulation 34(3) read with Part C of Schedule V of Listing Regulations.

Discretionary requirements under Part E of Schedule II of the Listing Regulations are as under:

- a] The Non-Executive Chairman is allowed to maintain a Chairman's office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties.

- b) Shareholder rights: The quarterly, half-yearly and annual financial results of the Company are published in newspapers on a pan India basis and are also posted on the Company's website, www.vsthyd.com. Significant events if any, are also posted on this website under the 'Investor relations' section. The complete Annual Report is sent to every Member of the Company.
- c] The auditors have not qualified the financial statements of the Company.
- d] The Company is having separate post of Chairman and Managing Director. Mr. Naresh Kumar Sethi is the Non-Executive Chairman of the Company and Mr. Devraj Lahiri is the Managing Director of the Company.
- e] M/s. Deloitte Haskins and Sells LLP, the firm of Chartered Accountants have been the Internal Auditors for the financial year 2019-20, who report directly to the Audit Committee.

Other discretionary requirements are being reviewed for implementation.

The Company has complied, to the extent applicable to it, and unless otherwise stated, with all the corporate governance requirements specified in Regulation 17 to 27 and Regulation 46(2) of the Listing Regulations as amended, covering the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee, Vigil Mechanism, Related Party Transactions, obligations with respect to the Directors, Independent Directors and senior management, other Corporate Governance requirements and disclosures on the website of the Company.

14. AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

As required under Regulation 34(3) read with Part E Schedule V of the Listing Regulations, the statutory auditor's certificate that the Company has complied with the conditions of corporate governance is given as an annexure to the Boards' Report.

SHAREHOLDER REFERENCER

Pursuant to Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended during the financial year 2019-20, unclaimed dividend for the financial year 2011-12 viz., Dividend No.177th amounting to ₹1,28,18,715/- has been transferred to the Investor Education and Protection Fund (IEPF) on 19th August, 2019 and 23,292 ordinary equity shares in respect of which dividends remained unclaimed for a consecutive period of seven years or more have been transferred by the Company to the IEPF as notified and established by the Central Government. Shareholders may claim their unclaimed dividend for the years prior to and including the financial year 2011-12 and the corresponding shares from the IEPF Authority by applying in the prescribed Form No. IEPF-5. This form can be downloaded from the website of the IEPF Authority www.iepf.gov.in.

The dividends for the following years remaining unclaimed for 7 years will be transferred on their respective due dates by the Company to the IEPF established by the Central Government pursuant to Section 125 of the Companies Act, 2013.

Financial Year	Dividend No.	Date of Declaration	Amount of Dividend ₹	Amount of Unpaid Dividend as on 31.03.2020 ₹	Due for transfer to IEPF on
2012-2013	178	30.07.2013	96,51,20,000	1,34,10,625.00	04.09.2020
2013-2014	179	12.08.2014	108,09,34,400	1,47,51,380.00	16.09.2021
2014-2015	180	12.08.2015	108,09,34,400	1,57,23,330.00	16.09.2022
2015-2016	181	11.08.2016	108,09,34,400	1,53,54,710.00	15.09.2023
2016-2017	182	02.08.2017	115,81,44,000	1,77,16,125.00	06.09.2024
2017-2018	183	28.09.2018	119,67,48,800	1,63,71,952.50	03.11.2025
2018-2019	184	28.08.2019	146,69,82,400	1,90,06,840.00	03.10.2026

Members who have not so far encashed their dividend warrant(s) or have not received the same are requested to seek issue of duplicate warrant(s) by writing to the Company's Registrar & Transfer Agents confirming non-encashment/non-receipt of dividend warrant(s). Shares for which the dividend remains unclaimed for seven consecutive years will be transferred to the IEPF for which notices in this regard have been published in the newspapers and the Members have been individually intimated. Details of such unclaimed dividend and shares are available on the Company's corporate website under the section 'Investor Relations-Unclaimed dividend and shares'.

BANK DETAILS

Members holding shares in physical form are requested to notify the following to the Registrar & Transfer Agents, to facilitate electronic payment.

- particulars of their bank account – name of the bank, branch with complete postal address, account number, MICR and IFSC

Members holding shares in Dematerialised form and not opted for remittance of dividend through NECS are requested to notify the above details to their respective Depository Participants [DPs].

Remittance of Dividend through National Electronic Clearing Service [NECS]

The Company provides the facility of remittance of dividend through NECS to Members provided they maintain accounts with those branches of the banks which have implemented Core Banking System (CBS) and participated in the NECS facility extended by the Reserve Bank of India.

Members holding shares in physical form, who now wish to avail NECS facility, may send their NECS mandate in the prescribed form to the Company. The NECS mandate form can be furnished by the Registrars and Transfer Agents on request or can be downloaded from the Company's website www.vsthyd.com under the section Investor Relations – NECS Mandate Form. Members holding shares in demat form are requested to update their bank account details with their respective Depository Participants [DPs].

DEPOSITORY SERVICES

For guidance on depository services, Members may write to the Registrar and Transfer Agents or to the respective depositories:

National Securities Depository Limited

4th Floor, 'A' Wing, Trade World, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
MUMBAI – 400 013.
Telephone: + 91 22 2499 4200
Fax: + 91 22 2497 2993 / 2497 6351
e-mail: info@nsdl.co.in
Website: www.nsdl.co.in

Central Depository Services (India) Limited

Marathon Futurex, A-Wing
25th Floor, N.M. Joshi Marg, Lower Parel,
MUMBAI – 400 013.
Telephone: + 91 22 2272 3333 / 2272 3224
Fax: + 91 22 2272 3199 / 2272 2072
e-mail: investors@cdslindia.com
Website: www.cdslindia.com

INVESTOR GRIEVANCES

Your Company has created exclusive E-mail ID for redressal of investor grievances. The Members can send their queries to the E-mail ID: investors@vstind.com

NOMINATION FACILITY

The facility of nomination can be availed by the Members holding the shares in single name. In cases where the shares are held in joint names, the nomination will be effective only in the event of the death of all the holders. Members are advised to avail of this facility by submitting the nomination in Form No. SH-13 which could be obtained from Registrars–M/s.KFin Technologies Private Limited at the address mentioned above or can be downloaded from the Company's website www.vsthyd.com under the section Investor Relations.

Where the shares are held in dematerialised form, the nomination has to be conveyed by the Members to their respective Depository Participant directly, as per the format prescribed by them.

DETAILS OF UNCLAIMED SHARES

The details of shares remaining in the unclaimed suspense account as required under Regulation 34(3) read with Schedule V[F] of the Listing Regulations are given below:

Particulars	No. of shareholders	No. of shares
Outstanding at the beginning of the year - 1st April, 2019	107	8,914
No. of Members who approached for transfer of shares	7	505
Members to whom shares were transferred - through rematerialisation	0	0
Transferred to IEPF	7	2,299
Outstanding shares lying at the end of the year - 31st March, 2020	93	6,110

The Members who have not claimed the shares still from the above returned undelivered cases are requested to contact the Registrar-M/s.KFin Technologies Private Limited at the address given above.

The voting rights on the shares outstanding in the above suspense account as on March 31, 2020 shall remain frozen till the rightful owner of such shares claims the shares.