



VST Industries Limited

September 28, 2018

The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001

The Manager
Listing Department
National Stock Exchange India Ltd.
“Exchange Plaza”
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

STOCK CODE : 509966

STOCK SYMBOL : VSTIND

Dear Sir,


Sub : Proceedings and details of the voting results of the 87th Annual General Meeting

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the details regarding the proceedings of the 87th Annual General meeting (AGM) of the Company held today viz., 28th September, 2018 at Hotel Taj Krishna, Road No.1, Banjara Hills, Hyderabad – 500 034.

Further pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format. Also, we are enclosing the consolidated report of the Scrutinizer on e-voting and voting through ballot paper at the AGM. The above are also being uploaded on the Company's website.

Thanking you,

Yours faithfully
For VST INDUSTRIES LIMITED


PHANI K. MANGIPUDI
COMPANY SECRETARY

Encl : As above

Registered Office: Azamabad, Hyderabad – 500 020; Phone: 91-40-27688000; Fax:91-40-27615336;
CIN: L29150TG1930PLC000576; Email:corporate@vstind.com; website: www.vsthyd.com



VST Industries Limited

Summary of proceedings of the 87th Annual General Meeting

The 87th Annual General Meeting (AGM) of the Members of VST Industries Limited was convened at 9.30 a.m. on Friday, 28th September, 2018 at Hotel Taj Krishna, Road No.1, Banjara Hills, Hyderabad – 500 034. Mr. Pradeep V. Bhide, Chairman of the Company, chaired the meeting. He introduced the Directors and the Company Secretary on the dais. The requisite quorum being present, the Chairman called the meeting to order. The Chairman delivered his speech and then gave the opportunity to the Members to ask questions or seek clarifications on the agenda items. The queries raised by the Members were replied. Thereafter, the Chairman explained the agenda items mentioned in Serial Nos. 1 to 7 of the Notice. The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes by way of ballot paper at the end of the meeting. The Chairman informed that the Statutory Auditors and the Secretarial Auditor had given unqualified reports for the financial year ended 31st March, 2018.

The Chairman further informed the Members that Mr. Tumuluru Krishna Murty had been appointed as the Scrutinizer and who would report on the combined voting results of e-voting and the physical voting by way of ballot paper for each of the items as per the Notice of the AGM.

The following items of business as per the Notice of the 87th AGM were taken up at the Meeting :

Ordinary Business

1. Adoption of the Audited Financial Statements for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and the Auditors.
2. Declaration of dividend for the financial year ended 31st March, 2018.
3. Appointment of Mr. Ramakrishna V. Addanki who retires by rotation and offers himself for re-election.
4. Ratification of the appointment of M/s. BSR & Associates LLP, Chartered Accountants as Statutory Auditors.

Special Business

5. Appointment of Mr. Pradeep V. Bhide as a Non-Executive Director.
6. Appointment of Mr. Devraj Lahiri as Managing Director.
7. Payment of remuneration by way of commission to Non-Executive Directors.

All the Resolutions as per the agenda of the 87th Annual General Meeting were passed by the Members with requisite majority through remote e-voting and physical voting by ballot at the AGM venue. The Chairman informed the members that in view of the Companies (Amendment) Act, 2017 having taken away the requirement for ratification of appointment of auditors at every annual general meeting during their term, action pursuant to this resolution would no longer be relevant.



Tumuluru Krishna Murty
B.Com., B.L., F.C.A., F.C.S.,

Secretary Brooke Bond Limited (Retired)

Tumuluru & Company.,
Company Secretaries

'Anasuya'

C-66, Durgabhai Deshmukh Colony
Ahobil Mutt Road

Hyderabad – 500 007- India

Mobile : 09391087255/ 09849384829

Tel : 040-27428904/27427083

Email : mrtumuluruk@gmail.com

Tkm_hyderabad@yahoo.co.in

28th September, 2018

To
The Chairman
VST Industries Limited
CIN :L29150TG1930PLC000576

#1-7-1063/1065, Azamabad,
Hyderabad, Telangana – 500020

Dear Sir,

I thank you for appointing me as Scrutinizer for the remote e-voting and Ballot voting by your Company for the 87th Annual General Meeting (AGM) of your Company held on Friday, 28th September, 2018 at 9.30 A. M at Hotel Taj Krishna, Road No. 1, Banjara Hills, Hyderabad – 500 034.

I submit herewith the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

Thanking you
Yours Truly


Tumuluru Krishna Murty
Company Secretary



FCS : 142
CP No. 1293

To
The Chairman
VST Industries Limited
1-7-1063/1065, Azamabad,
Hyderabad, Telangana – 500020
CIN: L29150TG1930PLC000576



SCRUTINIZER'S REPORT

1. Appointment as Scrutinizer:

I, **Tumuluru Krishna Murty**, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of VST Industries Limited (“the Company”) for the remote e-voting as well as the Poll to be conducted at the 87th Annual General Meeting (AGM) of the Company held on Friday, September 28th, 2018 at 9.30 AM at Hotel Taj Krishna, Road No. 1, Banjara Hills, Hyderabad – 500 034 Telangana.

2. Dispatch of Notice convening the Meeting:

The Company has informed that, on the basis of the Register of Members maintained by the Registrar & Transfer Agents of the Company, Karvy Computershare Private Limited and the List of Beneficiary Owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the company completed dispatch of the Notice of the AGM:

- By e-mail to **10463** Members who had registered their email-ids with Depositories/ the Company
- By courier to **5049** Members

3. Cut-off Date:

The Members, whose names appear in the Register of Members/List of Beneficial Owners as on Thursday the 20th September, 2018 i.e., the date prior to the commencement of book closure, being the Cut-off date are entitled to vote on Resolutions set forth in the Notice dated 21st July, 2018.

4. Remote E-voting:

4.1 Agency: The Company has appointed Karvy Computershare Private Limited (Karvy) as the agency for providing the remote e-voting platform.



4.2 Remote e-voting: Remote e-voting platform was open from 9 AM (IST) on Tuesday, September 25th, 2018 and ended at 5 PM (IST) on Thursday, September 27th, 2018 and members were required to cast their votes electronically conveying their assent or dissent in respect of the 6 Ordinary Resolutions and 1 Special Resolution on the e-Voting platform provided by Karvy.

5. Voting at the AGM:

5.1 As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the AGM, I had access after closure of period of remote e-voting and before the start of AGM, to such details relating to members who have cast their votes through remote e-voting, such as No. of Members, Total Votes casted in favour, against and abstained.

5.2 Accordingly, Karvy, the e-voting Agency provided us with the names, DP ID / Folio numbers and shareholding of the members who had cast their votes through remote e-voting.

5.3 The Company has authorized Karvy to provide/ conduct Voting at the meeting through voting by Polling Paper. The voting facility was provided by Karvy.

6. Counting Process

6.1 On completion of voting at the AGM, Karvy provided me with the List of members who had cast their votes, with their holding details and details of vote on each of the Resolutions.

6.2 The votes were reconciled with the records maintained by the Company and Registrar & Share Transfer Agents with respect to the authorizations / proxies lodged with the Company.

6.3 I unblocked the remote e-voting results on the Karvy E-voting platform before two witnesses who are not in employment of the Company and downloaded the e-voting results. The witnesses have also signed this Report in confirmation of the votes being unblocked in their presence. Required data was provided by Karvy on the e-voting and Poll conducted at the AGM Venue

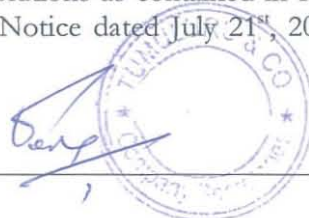
7. Results

7.1 I observed that:

- a) **16** Members/ Proxies have cast their votes through the Polling Paper facility provided at the Annual General Meeting and
- b) **72** Members had cast their votes through remote e-voting

7.2 The consolidated Results with respect to each of the items on the agenda as set out in the Notice of the 87th AGM dated July 21st, 2018 is enclosed.

7.3 Based on the aforesaid results, 6 Ordinary Resolutions as contained in Item No. 1 to 6 and Special Resolution as contained in Item No. 7 of the Notice dated July 21st, 2018, have been passed with



requisite majority. The Ordinary Resolution as contained in Item No. 4 of the AGM Notice of the Company dated July 21, 2018 has been passed with Requisite majority. The Chairman informed the members that in view of the Companies (Amendment) Act, 2017 having taken away the requirement for ratification of appointment of auditors at every annual general meeting during their term, action pursuant to this resolution would no longer be relevant.

7.4 Soft copy of the List of members, for both voting at the AGM as well as remote e-voting containing the details of members who voted "FOR" and "AGAINST" for each resolution will be emailed to the Company.

Witnesses:

1. D. Saikiran
D. Saikiran
s/o D. Srinivas

plot no 5 Peracat colony
phase II old Basenpally
(Secbad)

M. Saijay Babu
2. M. Saijay Babu
s/o. M.B.Rao
H.No.8-2-390,
Kummasuda
Secbad 50003

Tumulu Krishna Murty
Tumulu Krishna Murty
Company Secretary



FCS 142
C.P. No. 1293



Date: September 28th, 2018.
Place: Hyderabad

Item No. 1 –Adoption of Audited Financial Statements for the financial year ended 31st March 2018

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Voting by Ballot at AGM (Members/Proxy)	Total	Remote E-voting (Members Only)	Voting by Ballot at AGM (Members/Proxy)	Total	
No. of votes cast in favour/ Assent	65	15	80	12574699	325	12575024	99.9170%
No. of votes cast against / Dissent	2	0	2	278	0	278	0.0022%
No. of votes abstained/invalid*	5	1	6	9660	505	10165	0.0808%
Total	72	16	88	12584637	830	12585467	100.0000%

* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 1 of the AGM Notice of the Company dated July 21, 2018 has been passed with Requisite majority

Tumuluru Krishna Murty
 FCS : 142
 C. P. No. 1293
 Date : July 21st, 2018
 Place : Hyderabad

Item No. 2 –Declaration of Dividend for the year ended March 31, 2018

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Voting by Ballot at AGM (Members/Proxy)	Total	Remote E-voting (Members Only)	Voting by Ballot at AGM (Members/Proxy)	Total	
No. of votes cast in favour/ Assent	72	15	87	12584637	325	12584962	99.9960%
No. of votes cast against / Dissent	0	0	0	0	0	0	0.0000%
No. of votes abstained/invalid*	0	1	1	0	505	505	0.0040%
Total	72	16	88	12584637	830	12585467	100.00%

* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 2 of the AGM Notice of the Company dated July 21, 2018 has been passed with Requisite majority




Tumuluru Krishna Murty

FCS : 142

C. P. No. 1293

Date : July 21st, 2018



Place : Hyderabad

Item No. 3 – Appointment of Mr. Ramakrishna V Addanki (DIN: 07147591), who retires by rotation

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Voting by Ballot at AGM (Members/Proxy)	Total	Remote E-voting (Members Only)	Voting by Ballot at AGM (Members/Proxy)	Total	
No. of votes cast in favour/ Assent	66	15	81	12503043	325	12503368	99.3477%
No. of votes cast against / Dissent	6	0	6	81594	0	81594	0.6483%
No. of votes abstained/invalid*	0	1	1	0	505	505	0.0040%
Total	72	16	88	12584637	830	12585467	100.0000%

* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 3 of the AGM Notice of the Company dated July 21, 2018 has been passed with Requisite majority

Tumuluru Krishna Murty
 FCS : 142
 C. P. No. 1293
 Date : July 21st, 2018
 Place : Hyderabad

Item No. 4 – Ratification of appointment of M/s B S R & Associates LLP as Statutory Auditors of the Company

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Voting by Ballot at AGM (Members/Proxy)	Total	Remote E-voting (Members Only)	Voting by Ballot at AGM (Members/Proxy)	Total	
No. of votes cast in favour/ Assent	70	15	85	12584359	325	12584684	99.9938%
No. of votes cast against / Dissent	2	0	2	278	0	278	0.0022%
No. of votes abstained/invalid*	0	1	1	0	505	505	0.0040%
Total	72	16	88	12584637	830	12585467	100.0000%

* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 4 of the AGM Notice of the Company dated July 21, 2018 has been passed with Requisite majority. The Chairman informed the members that in view of the Companies (Amendment) Act, 2017 having taken away the requirement for ratification of appointment of auditors at every annual general meeting during their term, action pursuant to this resolution would no longer be relevant.



Tumuluru Krishna Murty

FCS : 142

C. P. No. 1293

Date : July 21st, 2018

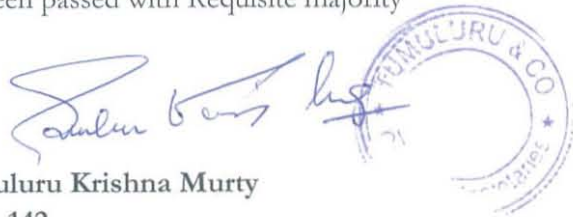
Place : Hyderabad

Item No. 5 – Appointment of Mr. Pradeep V. Bhide as Additional Director of the Company

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Voting by Ballot at AGM (Members/Proxy)	Total	Remote E-voting (Members Only)	Voting by Ballot at AGM (Members/Proxy)	Total	
No. of votes cast in favour/ Assent	45	15	60	11185657	325	11185982	88.8802%
No. of votes cast against / Dissent	27	0	27	1398980	0	1398980	11.1158%
No. of votes abstained/invalid*	0	1	1	0	505	505	0.0040%
Total	72	16	88	12584637	830	12585467	100.0000%

* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 5 of the AGM Notice of the Company dated July 21, 2018 has been passed with Requisite majority



Tumuluru Krishna Murty

FCS : 142

C. P. No. 1293

Date : July 21st, 2018

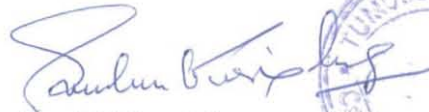
Place : Hyderabad

Item No. 6 – Appointment of Mr. Devraj Lahiri as Managing Director of the Company

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Voting by Ballot at AGM (Members/Proxy)	Total	Remote E-voting (Members Only)	Voting by Ballot at AGM (Members/Proxy)	Total	
No. of votes cast in favour/ Assent	70	15	85	12584359	325	12584684	99.9938%
No. of votes cast against / Dissent	2	0	2	278	0	278	0.0022%
No. of votes abstained/invalid*	0	1	1	0	505	505	0.0040%
Total	72	16	88	12584637	830	12585467	100.0000%

* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 6 of the AGM Notice of the Company dated July 21, 2018 has been passed with Requisite majority



Tumuluru Krishna Murty

FCS : 142

C. P. No. 1293

Date : July 21st, 2018

Place : Hyderabad



Item No. 7 – Payment of Commission to Non-Executive Directors

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Voting by Ballot at AGM (Members/Proxy)	Total	Remote E-voting (Members Only)	Voting by Ballot at AGM (Members/Proxy)	Total	
No. of votes cast in favour/ Assent	68	15	83	12584340	325	12584665	99.9936%
No. of votes cast against / Dissent	4	0	4	297	0	297	0.0024%
No. of votes abstained/invalid*	0	1	1	0	505	505	0.0040%
Total	72	16	88	12584637	830	12585467	100.0000%

* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Special Resolution as contained in Item No. 7 of the AGM Notice of the Company dated July 21, 2018 has been passed with Requisite majority



Tumuluru Krishna Murty

FCS : 142

C. P. No. 1293

Date : July 21st, 2018

Place : Hyderabad

