

**Corporate Governance Report**

1. Name of Listed Entity : M/s. V.S.T Tillers Tractors Limited
2. Quarter ending : December 31 2015.

**I. Composition of Board of Directors**

Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	V K SURENDRA	AFXPS6963E 00459069	CHAIRPERSON	29/09/1980		1	-	-
Mr	R SUBRAMANIAN *	AAFPS9946L 00357153	INDEPENDENT DIRECTOR	14/08/2014	1 year 5 months	3	-	3
Mr	MOLLOY KUMAR BANNERJEE *	ADAPB9062A 00219178	INDEPENDENT DIRECTOR	14/08/2014	1 year 5 months	1	2	-
Mr	V P MAHENDRA	ACJPM3637N 00033270	VICE CHAIRMAN & MANAGING DIRECTOR	20/02/1984	-	2	2	-
Mr	B.C.S.IYENGAR	AABPI0562N 01093220	EXECUTIVE DIRECTOR	28/08/2007	-	1	-	-
Mr	V V PRAVINDRA	ACVPP8945N 00239888	NON-EXECUTIVE DIRECTOR	28/07/2008	-	1	-	-
Ms	K P ANURADHA	AWVPA8780G 07214890	INDEPENDENT DIRECTOR	26/06/2015	7 month	1	-	-
Mr	K M Pai	AATPP7398B 01171860	INDEPENDENT DIRECTOR	05.08.2015	5 month	2	2	1

- The original appointment date was 12/10/1990 for Mr. R.Subramanian and 12/06/1990 for Mr. M.K. Bannerjee as Independent Directors. In compliance with section 149 of the Companies Act, 2013 the above directors were appointed on 14/08/2014 as independent directors for 5 years.

**II. Composition of Committees**

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/Non-Executive/Independent/Nominee) s
1. Audit Committee	1) Mr. R.Subramanian, 2) Mr. M.K. Bannerjee, 3) Mr. K.M. Pai,	Independent Director Independent Director Independent Director
2. Nomination & Remuneration Committee	1) Mr. M.K. Bannerjee, 2) Mr. V.K. Surendra, 3) Mr. K.M. Pai	Independent Director Chairperson Independent Director
3. Risk Management Committee	1) Mr. M.K. Bannerjee, 2) Mr. V. K. Surendra,	Independent Director Chairperson

4. Stakeholders Relationship Committee	2 )Mr. V. K. Surendra, 3) Mr. K.M. Pai, 4) Mr. V.P. Mahendra, Mr. K.M. Pai, Mr. M.K. Bannerjee,	Chairperson Independent Director Vice Chairman & Managing Director Independent Director Independent Director
<b>III. Meeting of Board of Directors</b>		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
11/08/2015	09/11/2015	89 days
<b>IV. Meeting of Committees (Audit Committee)</b>		
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter
09/11/2015	yes	11/08/2015
<b>V. Related Party Transactions</b>		
<b>Subject</b>		
Compliance status (Yes/No/NA) refer note below		
Whether prior approval of audit committee obtained		
Yes		
Whether shareholder approval obtained for material RPT		
NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		
Yes		
<b>Note</b>		
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.		
2 If status is "No" details of non-compliance may be given here.		
<b>VI. Affirmations</b>		
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		

2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015

a. Audit Committee

b. Nomination & remuneration committee

c. Stakeholders relationship committee

d. Risk management committee (applicable to the top 100 listed entities)

3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements)

Regulations, 2015.

5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:



Name: Chinmaya Khatua

Designation: Company Secretary & Compliance Officer