



SULAKARAI, VIRUDHUNAGAR – 626 003

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### **Notice of Extra-ordinary General Meeting**

Notice is hereby given that an Extra-ordinary General Meeting of the Company will be held on Wednesday the 13<sup>th</sup> day of March, 2019 at the Registered Office of Company at Sulakarai, Virudhunagar – 626 003, Tamil Nadu at 11.00 AM to transact the following business:-

1. To consider and if thought fit to pass with or without modification(s), the following resolution as the special resolution:  
Resolved that pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereon read with Schedule-IV to the Companies Act, 2013, Sri. M. Murugesan, Independent Director of the Company be and is hereby re-appointed as Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March 2024.

2. To consider and if thought fit to pass with or without modification(s), the following resolution as the special resolution:  
RESOLVED that pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereon read with Schedule-4 to the Companies Act, 2013, Sri. A. Mariappan, Independent Director of the Company be and is hereby re-appointed as Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March 2024.

3. To consider and if thought fit to pass with or without modification(s), the following resolution as the special resolution:  
RESOLVED that pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereon read with Schedule-4 to the Companies Act, 2013, Sri. RM. Somasundaram, Independent Director of the Company be and is hereby re-appointed as Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March 2024.

4. To consider and if thought fit to pass with or without modification(s), the following resolution as the Special resolution:  
"RESOLVED THAT pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 effective from April 1, 2019, and applicable provisions of Companies Act, 2013 read with relevant rules framed there under, consent of the shareholders be and is hereby accorded to the continuance of Directorship of Mr. A. Mariappan (DIN: 00051370) who has attained the age of 75 years, beyond 31<sup>st</sup> March 2019 for a period of 5 years ending on 31<sup>st</sup> March 2024 as Independent Director.

RESOLVED FURTHER THAT the Board of Directors of the Company (or any Committee thereof) be and is hereby authorised to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

5. To consider and if thought fit to pass with or without modification(s), the following resolution as the Special resolution:  
"RESOLVED THAT pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 effective from April 1, 2019, and applicable provisions of Companies Act, 2013 read with relevant rules framed there under, consent of the shareholders be and is hereby accorded to the continuance of Directorship of Mr. K. Vethachalam (DIN: 00381667) who has attained the age of 75 years, beyond 31<sup>st</sup> March 2019 as Non Executive Director.

RESOLVED FURTHER THAT the Board of Directors of the Company (or any Committee thereof) be and is hereby authorised to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."



#### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Resolution at the meeting, is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy/Proxies to attend and vote instead of himself. Such a proxy/Proxies need not be a member of the Company.  
The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Electronic copy of the Notice of the Extra-Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Extra-ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
4. Members may also note that the Notice of the Extra-Ordinary General Meeting will also be available on the Company's website [www.vtmill.com](http://www.vtmill.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Sulakarai, Virudhunagar for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [complianceofficer@vtmill.com](mailto:complianceofficer@vtmill.com).

#### **Voting through Electronic Means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and amended Clause 49 of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the Extra-ordinary General Meeting by electronic means and the business may be transacted through e-voting services provided by M/s. Karvy Computer share Private Limited.

#### **The instructions for e-voting are as under:-**

- (i) Use the following URL for e-voting : Karvy Website : <http://evoting.karvy.com>
- (ii) Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the record date, may cast their vote electronically.
- (iii) Enter the login credentials i.e., User ID and password mentioned in the Notice of the EGM. Your Folio No. / DP ID Client ID will be your user ID.
- (iv) After entering the details appropriately, click on LOGIN.
- (v) 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 (e-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.
- (vi) Mr. I.B. Hari Krishna, Company Secretary (C.P. No. 5302) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (vii) You need to login again with the new credentials.
- (viii) On successful login, the system will prompt you to select the EVENT i.e., VTMLimited.
- (ix) On the voting page, enter the number of shares as on the cut off date under FOR / AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR / AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.



- (x) Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios/demat account.
- (xi) 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, shareholders can login any number of times till they have voted on the resolution.
- (xii) Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (xiii) The Portal will be open for voting from 9.00 A.M. on 07.03. 2019 to 6.00 P.M. on 11.03. 2019. Cut off date is 0503.2019
- (xiv) The results shall be declared on or after the EGM of the Company.
- (xv) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 A.M. to 5.00 P.M.) on all working days except Sundays, up to and including the date of the Extra-Ordinary General Meeting of the Company.
- (xvi) In case of any queries, you refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Fintech Pvt. Ltd. at Tele. No. 1800 345 4001 (Toll Free).

**Explanatory Statement pursuant to u/s 102 of the Companies Act 2013.**

In terms of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereon and any other applicable provisions of the Companies Act, 2013, M/s. M. Murugesan, A. Mariappan, and RM. Somasundaram are proposed to be appointed as Independent Directors for five consecutive years for a term upto 31st March, 2024.

In the opinion of the Board, all the above said directors fulfil the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors of the Company and are independent of the management. Copy of the draft letter for appointment as Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of all the above said Directors as Independent Directors. Accordingly, the Board recommends the resolutions in Item No. 1 to 3 in relation to their appointment as Independent Directors, for the approval by the shareholders of the Company.

This Explanatory Statement for the above said directors may also be regarded as a disclosure under the SEBI(Listing Obligations & disclosure requirements)Regulations 2015,.

**Item No. 1.:**

Sri M. Murugesan, Non-Executive Independent Director of the Company. and joined the Board of Directors of the Company in the year October, 2013. He is holding Bachelor Degree in Science with banking qualification (CAIIB) and he has worked and retired as Assistant General Manager, State Bank of India and been in service in the field of banking and finance for several decades and as such possesses knowledge and experience in the field of banking and finance for the past several years.

Sri M. Murugesan does not hold by himself or for any other person on a beneficial basis any shares in the Company.

Except Sri M. Murugesan, none of the Directors of the Company and their relatives is concerned or interested, in the resolution set out at Item No. 1.

**Item No. 2.:**

Sri. A. Mariappan is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in the year 1999. He is Member of the Audit Committee and Nomination & Remuneration Committee of the Board of Directors of the Company.

Sri. A. Mariappan is a Master of Business Administration and having very long and valuable experience in textile industry and he is also in the boards of Thiagarajar Mills Private Ltd. and other companies.

He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.



Except Sri. A. Mariappan, being an appointee, none of the Directors of the Company and their relatives is concerned or interested in the resolution set out at Item No. 2

Item No.3.:

Sri. RM. Somasundaram is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in February, 1984. He is Chairman of the Audit Committee, Member of Corporate Social Responsibility Committee and Nomination & Remuneration Committee of the Board of Directors of the Company.

Mr. RM. Somasundaram is a Commerce Graduate and having very long and valuable experience in textile industry and he is also in the boards of textile mills as follows:

1. Sree Kannathal Mills P.Ltd.
2. SK.AR.SM. Textiles P.Ltd.

He holds 60,000 Shares by himself in the Company, and does not hold for any person on a beneficial basis any shares in the company.

Except Sri. RM. Somasundaram, being an appointee, none of the Directors of the Company and their relatives is concerned or interested in the resolution set out at Item No.3.

Item No.4:

As per Regulation 17(ii) 1A of the SEBI(Listing Obligations & disclosure requirements) Regulations 2015, No Listed entity shall continue the directorship of any person as NEID, who has attained the age of 75 years unless a Special Resolution is passed by members of the Company, and justification thereof is given in the explanatory statement annexed to the notice for appointing such a person.

A brief justification for their continuation as NEID on the Board of the company is appended below for the consideration for the share holders.

Mr. A. Mariappan-Non Executive Independent Director:

Mr. A. Mariappan has strong experience in Textile business, in his long career in the textile and allied areas.

Mr. A. Mariappan is also associated with the company since 1999. He is also in the Board M/s Thiagarajar Mills P Ltd and in certain other textile Companies,

He is in the Audit committee, and in the Nomination & Remuneration Committee of Company.

Item No.5:

As per Regulation 17(ii) 1A of the SEBI(Listing Obligations & disclosure requirements) Regulations 2015, No Listed entity shall continue the directorship of any person as NED, who has attained the age of 75 years unless a Special Resolution is passed by members of the Company, and justification thereof is given in the explanatory statement annexed to the notice for appointing such a person.

Mr. K.Vethachalam -Non Executive Non-Independent Director:

A brief justification for their continuation as NED on the Board of the company is appended below for the consideration of the share holders.

Mr. K.Vethachalam has experience in business, in his long career in the textile and allied areas.

Mr. K.Vethachalam is also associated with the company since 2015. He is also in the Boards of certain other Companies.

Except Sri. A. Mariappan, Director, Sri. Rm. Somasundaram, and Sri. M. Murugesan, and Sri. K. Vethachalam Directors of the Company, no other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the resolutions.

Kappalur, Madurai.  
11.02.2019

By order of the Board of Directors

For VTM Limited  
**S. Paramashivan**  
Company Secretary