

VTM LIMITED

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VTM LIMITED

Regd Office: Sulakarai , Virudhunagar, PIN - 626003 Tamilnadu

CIN: L17111TN1946PLC003270

Phone: 04562-234800

Email : office@vtmill.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To

The Shareholder(s),

NOTICE is hereby given to the Members of VTM Limited ("Company") pursuant to Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 02 / 2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), for seeking approval of the members of the Company to the resolutions appended below, proposed to be passed through Postal Ballot ("Postal Ballot") by way of voting through electronic means (remote e-voting).

Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

The Company has engaged the services of KFin Technologies Limited (KFIN), Registrar and Share Transfer Agent of the Company for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Mr. S.Ramalingam (Membership No. ACS:61773, CP 23495) - Practising

Company Secretary, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

Remote e-voting period commences from 9.00 a.m. (IST) on Thursday, December 22, 2022 and ends at 5.00 p.m. (IST) on Saturday, January 21, 2023. The Members will not be allowed to cast their e-votes beyond the aforesaid period. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting.

The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on -Monday, January 23, 2022. The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.vtmill.com.

The Resolution will be deemed to have been passed on the date of declaration of the results of the postal ballot, if approved by the requisite majority.

PROPOSED RESOLUTIONS:

Item No : 1

Appointment of Mr. M.Anbukani (DIN 00888339) as Non-Executive and Independent Director

To consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Mr. M.Anbukani (DIN 00888339), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors of the Company with effect from October 28, 2022 in terms of applicable provisions of the Act and the Listing Regulations, and who has submitted a declaration that he meets the criteria for independence as provided under the Act and Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from October 28, 2022 till October 27, 2027, whose office is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorized to take all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this Resolution."

BY ORDER OF THE BOARD
For VTM Limited

Place : Madurai-8
Date : 9/12/2022

S.Paramasivam
Company Secretary

NOTES:

- 1 A statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
- 2 The details required under Regulation 36(3) of the SEBI Listing Regulations 2015 and SS-2 in respect of appointment of a Director forms part of this Notice.
- 3 In terms of the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Registrar and Share Transfer Agent of the Company viz., KFin Technologies Limited (KFin), or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the cut-off date i.e., December 14, 2022.
- 4 The Notice is available on the website of the Company at www.vtmill.com website of the KFin at <https://evoting.kfintech.com> and on the website of BSE Limited www.bseindia.com.
- 5 All Members of the Company as on the cut-off date shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a Member as on the cut-off date shall treat this notice for information purpose only.
- 6 Pursuant to MCA Circulars, voting shall be conducted by remote e-voting mechanism only and physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Shareholders would take place through the remote e-Voting system only.
- 7 The Postal Ballot Notice is sent electronically to all the Shareholders who have registered their email addresses with the Company/Depositories/KFin. The Shareholders who have not registered their email addresses with KFin can register their e-mail address by contacting your Depository Participant and register your e-mail address in your DEMAT account, as per the process recommended by your DP or alternatively you can get your email addresses registered with KFin, on a temporary basis, by following the procedure mentioned below:
 - a) Visit the link <https://ris.kfintech.com/clientservices/postalballot/>
 - b) Select the Company name i.e., VTM Limited
 - c) Select the Holding type from the drop down i.e. - NSDL/CDSL
 - d) Enter DP ID – Client ID and PAN.
 - e) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
 - f) Enter the email address and mobile number.
 - g) System will validate DP ID – Client ID/Folio No. and PAN and send OTP at the registered mobile number as well as email address for validation.
 - h) Enter the OTPs received by SMS and email to complete the validation process. OTP will be valid for 5 minutes only.
 - i) The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the Member.
 - j) Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email addresses with their DPs permanently, so that all communications are received by them in electronic form.

k) In case of queries, members are requested to write to evoting@kfintech.com or call at the toll- free number 1-800-309-4001.

8 The Portal will remain open for remote e-voting as under:

Opening	:	9:00 AM (IST), Thursday, December 22, 2022
Closing	:	5:00 PM (IST), Saturday, January 21, 2023 (both days inclusive)

9 Once the vote on Resolutions is cast by Shareholders, they shall not be allowed to change it subsequently.

10 All documents, if any, referred to in the Notice, will also be available for electronic inspection by the Shareholders, without any fee, from the date of dispatch of notice through email and up to the last date of e-voting i.e., January 21, 2023 Shareholders seeking to inspect such documents can send an email to complianceofficer@vtmill.com

11 The Board of Directors has appointed Mr.S.Ramalingam,(CP 23495), as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

12 The Scrutinizer will unblock the votes after the scheduled date and time for remote e-voting and shall submit his report to the Chairman and Managing Director or the Company Secretary on or before January 23, 2023. The Results along with the Scrutinizer's Report shall be declared at the Registered office address of the Company and shall be placed on the Company's website www.vtmill.com and on the website of KFin <https://evoting.kfintech.com> and shall also be communicated to the Stock Exchanges.

13 The date of Declaration for remote e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

14 In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting/postal ballot User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 345 4001 (toll free).

15 **The instructions for Shareholders for e-voting are as under:**

Login method for e-voting by Individual shareholders holding securities in Demat mode.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / website of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e- voting facility.

Login method for Individual shareholders holding securities in demat mode is given below (Procedure for Login through Depository Participant)

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://eservices.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e- Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e- voting” under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e- voting service provider - KFintech and you will be re- directed to e-voting service provider website for casting your vote during the e-voting period.
	<p>B. Users not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nSDL.com Select “Register Online for IDeAS” Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p>
	<p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the “Login” icon, available under the ‘Shareholder/Member’ section. 2. A new screen will open. Enter your User ID (i. e. your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e- voting service provider - KFintech and you will be re- directed to e-voting service provider website for casting your vote during the e-voting.
Individual Shareholders holding securities in demat mode with CDSL	<p>A. Existing users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 1. URL to login to Easi/Easiest: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on login icon and select “New System Myeasi”

	<p>2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication.</p> <p>After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on Fintech to cast your vote.</p> <p>B. Users who have not opted for Easi/Easiest:</p> <p>Option to register for Easi/Easiest is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> 1. The user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider i.e., KFintech.
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<ol style="list-style-type: none"> 1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on option available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the e-voting period.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e. NSDL and CDSL:

Members facing any technical issue – NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or contact 18001020990 and 1800224430
Members facing any technical issue – CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022-23058738 or 022-23058542-43.

- II. Login method for e-voting by shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:
- a. Initial password is provided in the body of the e-mail.
 - b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - c. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
 - d. After entering the correct details, click on LOGIN.
 - e. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. You need to login again with the new credentials.
 - g. On successful login, the system will prompt you to select the EVENT i.e. **VTM Limited**.

III

- a. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- b. Members holding multiple folios/demat accounts shall vote separately for each folio/demat account.
- c. Cast your votes 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 subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- d. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly Authorised Signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at rsachida@yahoo.co.in and may also upload the same in the e-voting module in their login.
- e. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFinTech on 1-800-309-4001 (toll free).

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 ("Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Postal Ballot Notice:

Item No. 1

Appointment of Mr. M.Anbukani (Din: 00888339) as the Non-Executive and Independent Director of the Company

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on October 28, 2022, had appointed Mr. M.Anbukani (Din: 00888339) as an additional, Non-Executive Independent director of the Company, not liable to retire by rotation to hold the office for a period of 5 (five) years with effect from October 28, 2022.

Further, in terms of Regulation 17(1C) of the Listing Regulations, effective from January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. M.Anbukani would require the approval of the members of the Company.

As per sub-regulation (2A) of Regulation 25 of the Listing Regulations, effective January 1, 2022, the appointment, re-appointment or removal of an independent director of a listed entity requires approval of shareholders by way of a special resolution. However, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2022 issued vide Notification No. SEBI/LAD-NRO/GN/2022/103 dated November 14, 2022, it has been provided that where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under sub-regulation (2A) of Regulation 25 of the Listing Regulations.

Accordingly, the approval of the members of the Company is sought by passing a Special Resolution through Postal Ballot by way of Remote e-Voting process, for the appointment of Mr.M.Anbukani as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from October 28, 2022 to October 27, 2027. The company has received a notice under section 160 of the Act from a member proposing candidature of Sri Sri.M.Anbukani, for the office of Director of the company.

He is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. The Company has also received declaration from him that he meets the criteria for independence as prescribed under Section 149(6) of the Act read with rules framed thereunder and Regulation 25(8) of the SEBI Listing Regulations, 2015.

In NRC's and Board's opinion, Mr. M.Anbukani's experience, expertise and skill sets will further strengthen the Board functioning and help the Company in achieving future growth. He also fulfils the conditions specified under the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 for his appointment as a Non-Executive Independent Director of the Company.

A brief profile and other details of Mr. M.Anbukani as required to be provided under Regulation 36 of the Listing Regulations and Secretarial Standards-2 of Institute of Company Secretaries of India is given in the Annexure A to this Notice.

None of the Directors and their relatives are in any way, concerned or interested in the proposed resolution. The Board of Directors recommends this resolution for the approval of members as Special Resolution.

**ANNEXURE TO THE POSTAL BALLOT NOTICE DATED
DECEMBER 9, 2022**

Brief Details of Director seeking appointment

(In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India]

Name of Director	Mr. M Anbukani
DIN	00888339
Date of Birth & Age	05.04.1963,59 years
Nationality	Indian
Date of First Appointment on the Board of Directors of the Company	October 28, 2022
Qualifications	1. MBA in Marketing
Experience (including nature of expertise in specific functional areas)/ brief resume	1. Management and Marketing leadership. 2. Production planning and operational leadership.
Number of Shares held in the Company including shareholding as a beneficial owner	Nil
List of Directorships held in other companies	1. Penguin Solar Private Limited 2. Madurai Integrated Textile Park Private Limited 3. Shorepoint Systems Private Limited
Chairman/Member of the Committees of the Boards of the Companies in which he is Director	NIL
Resignation from Listed Entities in the past three (3) years	None
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the year	NA
Terms and conditions of appointment	As per the resolution set out in this Notice read with the Explanatory Statement thereto.

<p>Skills and capabilities required for the role of an Independent Director and the manner in which the proposed person meets such requirement</p>	<p>I. Skills and capabilities required for the role of an Independent Director</p> <ul style="list-style-type: none"> • Knowledge of Regulatory, Legal and Compliance requirement. • Understanding of applicable laws, rules and regulations. • Corporate Governance. • Integrity and ethical standards. <p>II. Manner in which the proposed appointee meets the above requirement</p> <p>In the opinion of the Nomination and Remuneration Committee as well as the Board, Mr.M.Anbukani is a person of integrity and possess appropriate skills, qualification, knowledge and wide experience in the fields of contracts. He has got good understanding of legal and compliance requirement that will add value to the good Corporate Governance in the Company.</p>
<p>Remuneration last drawn by such person, if applicable and Remuneration sought to be paid</p>	<p>He shall be paid remuneration by way of Fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board.</p>

**By Order of the Board
For VTM Limited**

S.Paramasivam – Membership Number-ACS9767

Company Secretary

**Madurai-8
December 9, 2022**



Date of events relevant to Postal Ballot are as below:

S.No.	Particulars	Dates
1.	Date on which consent given by the scrutinizer to act as such	9.12.2022
2.	Date of consideration of matter in Board Meeting-circular	9.12.2022
3.	Date of appointment of Scrutinizer	9.12.2022
4.	Date of approval of Postal Ballot Notice	9.12.2022
5.	Date of Board Resolution authorizing one of the Directors and CS for being responsible for entire postal ballot process	9.12.2022
6.	Cut-off Date (To whom Postal ballot Notice will be dispatched)	14.12.2022
7.	Date of Completion of dispatch of Notice (Email only)	20.12.2022
8.	Publication of notice in newspaper	20.12.2022
9.	E-Voting Start Date	22/12/2022 (09.00 AM IST)
10.	E – Voting End Date	21/01/2023 (05.00 PM IST)
11.	Date of submission of Report by Scrutinizer	22/01/2023
12.	Date of declaration of voting results	23/01/2023
12.	Manner of E - Voting	Voting through Electronic Means (E-Voting only)
13	Authority entrusted for registration of email addresses for receiving Postal Ballot Notice	Kfin Technologies Limited,Hyderabad

Chairman's Office : Thiagarajar Mills Premises, **KAPPALUR** - 625 008. Madurai, India.

Regd. Office : **SULAKARAI**, Virudhunagar - 626 003.

CIN No. : L17111TN1946PLC003270

GSTIN : 33AAACV3775E1ZG

PAN No. : AAACV3775E

Phone : 91-452-2482595 (4 lines)

: 91-4549-280591 / 280620

Fax : 91-452-2482590 / 2486085

E-mail : office@tmills.com

: vtac@vtmill.com

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L17111TN1946PLC003270

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACV3775E

(ii) (a) Name of the company

VTM LIMITED

(b) Registered office address

SULAKARAI
VIRUDHUNAGAR
RAMNAD DISTT
Tamil Nadu
626003

(c) *e-mail ID of the company

complianceofficer@vtmill.com

(d) *Telephone number with STD code

04562234800

(e) Website

www.vtmill.com

(iii) Date of Incorporation

27/07/1946

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE	1

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 30/06/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	100,000,000	40,227,600	40,227,600	40,227,600
Total amount of equity shares (in Rupees)	100,000,000	40,227,600	40,227,600	40,227,600

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	100,000,000	40,227,600	40,227,600	40,227,600
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	100,000,000	40,227,600	40,227,600	40,227,600

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	1,955,010	38,272,590	40227600	40,227,600	40,227,600	

Increase during the year	0	250,300	250300	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		250,300	250300			
Dematerialisation of shares						
Decrease during the year	250,300	0	250300	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	250,300		250300			
Dematerialisation of shares						
At the end of the year	1,704,710	38,522,890	40227600	40,227,600	40,227,600	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE222F01029

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor	<input type="text"/>		
----------------------------	----------------------	--	--

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>		
----------------------------	----------------------	--	--

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
--	----------------------

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
---	----------------------	---	----------------------

Ledger Folio of Transferor	<input type="text"/>		
----------------------------	----------------------	--	--

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>		
----------------------------	----------------------	--	--

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,937,450,000

(ii) Net worth of the Company

2,343,568,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	585,600	1.46	0	
	(ii) Non-resident Indian (NRI)	874,200	2.17	0	
	(iii) Foreign national (other than NRI)	153,600	0.38	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	5,518,300	13.72	0	
10.	Others FIRMS	23,038,000	57.27	0	
	Total	30,169,700	75	0	0

Total number of shareholders (promoters)

10

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	8,152,744	20.27	0	
	(ii) Non-resident Indian (NRI)	246,950	0.61	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	827,606	2.06	0	
10.	Others Firms,IEPF	830,600	2.06	0	
	Total	10,057,900	25	0	0

Total number of shareholders (other than promoters) 4,336

**Total number of shareholders (Promoters+Public/
Other than promoters)** 4,346

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	10	10
Members (other than promoters)	3,258	4,336
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	2	1	2	1.45	0.38
B. Non-Promoter	0	7	0	7	0	0.15
(i) Non-Independent	0	2	0	2	0	0.15
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	1	9	1	9	1.45	0.53

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
T.Kannan	00040674	Managing Director	585,600	
UMA KANNAN	00467462	Director	0	
RM SOMASUNDARAM	00071510	Director	60,000	
K.THIAGARAJAN	03638370	Director	153,600	
A.MARIAPPAN	00051370	Director	0	
M.MURUGESAN	06711683	Director	0	11/04/2022
T.N.RAMANATHAN	02561794	Director	0	
K.VETHACHALAM	00381667	Director	0	
Ganesh ananthkrshnar	00003586	Director	0	
L.Sevugan	03580186	Director	0	
S.PARAMASIVAM	AKXPP1891P	Company Secretar	0	
K.Deenadayalan	AFLPD2174C	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Ganesh Ananthkrishnar	00003586	Director	23/06/2021	CHANGE IN DESIGNATION
L.Sevugan	03580186	Director	23/06/2021	CHANGE IN DESIGNATION

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	23/06/2021	4,452	15	0.34

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/04/2021	10	6	60
2	02/08/2021	10	9	90
3	27/10/2021	10	5	50
4	28/01/2022	10	7	70

C. COMMITTEE MEETINGS

Number of meetings held

5

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit committee	29/04/2021	3	2	66.67
2	Audit committee	02/08/2021	3	3	100
3	Audit committee	27/10/2021	3	2	66.67
4	Audit committee	28/01/2022	3	2	66.67
5	Stakeholders r	28/01/2022	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 30/06/2022 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	T.Kannan	4	4	100	1	1	100	Yes

2	UMA KANNAN	4	1	25	0	0	0	No
3	RM SOMASU	4	3	75	0	0	0	Yes
4	K.THIAGARA	4	4	100	0	0	0	Yes
5	A.MARIAPPAN	4	1	25	4	1	25	No
6	M.MURUGES	4	2	50	4	2	50	No
7	T.N.RAMANA	4	1	25	1	1	100	No
8	K.VETHACHA	4	4	100	1	0	0	No
9	Ganesh anant	4	2	50	4	2	50	No
10	L.Sevugan	4	4	100	4	4	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	T.Kannan	CMD	0	6,000,000	0	0	6,000,000
	Total		0	6,000,000	0	0	6,000,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	K.Deenadayalan	CFO	719,000	0	0	0	719,000
2	S.Paramasivam	CompanySecret	538,000	0	0	0	538,000
	Total		1,257,000	0	0	0	1,257,000

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Uma Kannan	Director	0	0	0	5,000	5,000
2	K.Thiagarajan	Director	0	0	0	20,000	20,000
3	A.Mariappan	Director	0	0	0	10,000	10,000
4	M.Murugesan	Director	0	0	0	20,000	20,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
5	K.Vethachalam	Director	0	0	0	20,000	20,000
6	RM.Somasundaram	Director	0	0	0	15,000	15,000
7	Ganesh Ananthakris	Director	0	0	0	20,000	20,000
8	L.Sevugan	Director	0	0	0	45,000	45,000
	Total		0	0	0	155,000	155,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

S.Ramalingam

Whether associate or fellow

Associate Fellow

Certificate of practice number

23495

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 17 dated 25/04/2022

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

THIAGARAJAN
KANNAN

DIN of the director

00040674

To be digitally signed by

PARAMASIVAM

- Company Secretary
 Company secretary in practice

Membership number

9767

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

Attach
Attach
Attach
Attach

MGT 8 21 22Vtm.pdf Vtm details of share transfers between 1 a
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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



To

VTM LIMITED
(CIN: L17111TN1946PLC003270)
Regd. Office: SULAKARAI,
Virudhunagar - 626 003..

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **VTM LIMITED** (the Company) CIN: L17111TN1946PLC003270 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year 31st March, 2022, correctly and adequately.
- B. During the aforesaid financial year, viz, from 1st April, 2021 to 31st March, 2022 the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. The Company's status is that of a Limited Company, Limited by shares;
 2. Maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities as applicable within the prescribed time and in case of any delay the same has been filed with the payment of prescribed additional fee;





4. Calling/ convening/ holding meetings of Board of Directors and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed;
5. The Company has closed its Register of Members from 12.06.2021 to 21.06.2021 (both days inclusive) during the financial year and complied with the provisions of the Act.
6. The Company has not advanced / given loans to its shareholders/ directors referred in section 185 of the Act
7. Contracts/arrangements with related parties as specified in section 188 of the Act , disclosed in AOC- 2;
8. The Company has not made any allotment or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities However company has delivered all the certificates pertaining to transfer of securities during the financial year under review ;
9. The Company has not kept any transfer of shares pending for registration, hence not required to keep abeyance the rights to dividend, rights shares and bonus shares.
10. The Company has transferred amount towards unpaid/ unclaimed dividend /other amounts for a period of seven years to the Investor Education and Protection Fund in accordance with section 125 of the Act. As per the information provided to me. No amounts on account of application money due for refund, matured deposits, matured debentures and the interest accrued thereon, exists in the books of the Company during the year under review.;
11. For the said Financial year audited financial statements were signed as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;





12. The Board of Directors are properly constituted, during the year under review no causal vacancy was filled. The Directors have duly disclosed their interest to the Company in prescribed Forms and the remuneration received by directors and KMP's as applicable is as per the provisions of the Act.
13. The appointment / re-appointment of auditors made as per the provisions of section 139 of the Act ;
14. As per the information and explanation provided by the Company no approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. As informed by the company there is no Acceptance/ renewal/ repayment of deposits during the year;
16. The Company has made secured borrowings during the year under review and has complied with the provisions of the Act;
17. The Company did not make any loans or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ; However, the Company has made investments in other body corporates which are in compliance with the provisions of the section 186 of the Act ;
18. During the year under review the Company has not made amendment in the Memorandum and / or Articles of Association of the Company.

Place: Madurai
Date: 29.08.2022
UDIN: A061773D000863574



S. Ramalingam
29/08/2022

Name : S.Ramalingam
Membership Number: A 61773
C.P. No: 23495
PR Code:2352/2022