



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy Eighth Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at Sulakarai, Virudhunagar on Wednesday, 2nd July, 2025 at 11.00 a.m to transact the following business.

AGENDA

AS ORDINARY BUSINESS:

Item No.1 - Adoption of Financial Statements

To receive, consider, and adopt the audited Balance Sheet of the Company as of 31st March 2025, the Statement of Profit and Loss for the year ended on that date, and the reports of the Directors and the Auditors thereon.

Item No.2 - To declare a dividend on equity shares.

Item No.3 - Re-appointment of Smt Uma Kannan, Director.

To re-appoint Smt Uma Kannan, who retires by rotation and being eligible, offers herself for re-appointment.

AS SPECIAL BUSINESS:

Item No. 4 – Ratification of Cost Auditor Remuneration:

To consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution:

Resolved that subject to provisions of section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions thereon, the fees of Rs.70,000/- payable to the Cost Auditor Mr. A. N. Raman for auditing the cost records and furnishing of Report thereon for the Financial Year 2025-26 as recommended by the Audit Committee and approved by the Board of Directors of the Company be and is hereby ratified.

1. IMPORTANT NOTES:

- 1. The Register of Members and the Share Transfer books of the Company will remain closed from 21st June 2025 to 02nd July 2025 (both days inclusive) for annual closing and dividend purposes.**
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself. Such a Proxy need not be a member of the Company.

The instrument of Proxy 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.

4. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividends. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividends are requested to write to the Company.
5. Members are requested to note that the dividends not encashed or remaining unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account shall be transferred u/s. 124 of the Companies Act, 2013 to the Investor Education and Protection Fund (IEPF) established under Section 125 of the Companies Act, 2013. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the MCA.
6. The Members/Claimants whose shares, and unclaimed dividend have been transferred to IEPF may claim the shares or apply for a refund by making an application to IEPF Authority in Form IEPF-5 (available on www.mca.gov.in) along with the requisite fee as decided by it from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.
7. Members who have not encashed their dividend warrants for the earlier financial years are requested to make their claim on or before the due date/s for such transfer. The members can claim with the Company in respect of the dividends of years that are lying in the Unpaid Dividend Account of the Company.
8. Members are requested to note that pursuant to the provisions of the Companies Act, 2013, SEBI Listing Regulations, and the IEPF Rules, all such shares in respect of which dividends have

not been paid or claimed for seven consecutive years or more are also required to be transferred to IEPF. The Company is taking steps to send individual notices to the concerned shareholders and to publish a public notice to shareholders under the IEPF Rules in this regard.

- 9. The Securities and Exchange Board of India (SEBI) has mandated the submission of a Permanent Account Number (PAN), e-mail id, and bank details, besides the Mobile phone number by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and other above-mentioned details to the Company.**
10. Details required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms an integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
11. An electronic copy of the Annual Report for the year 2024-25 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested a hard copy of the same.
12. An electronic copy of the Notice of the 78th Annual 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 Participant(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 78th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form are being sent in the permitted mode.
13. Members may also note that the Notice of the 78th Annual General Meeting and the Annual Report for the year 2024-25 will also be available on the Company's website www.vtmill.com for their download.
14. 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 requesting 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.

15. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 78th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by KFin Technologies Ltd.

Instructions and other information relating to e-voting are as under:

A) In case a Member receives an email from KFin Technologies Ltd [for Members whose email Ids are registered with the Company/Depository Participant(s)]:

i) Launch internet browser by typing the URL: <https://evoting.kfintech.com> in the address bar and click on "Enter". The Home screen will be displayed then click on the shareholders icon on the homepage.

ii) Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./DPID – Client ID will be your User ID. However, if you are already registered with KFin Technologies Ltd for E-voting, you can use your existing User ID and password for casting your vote.

iii) After entering these details appropriately, click on "LOGIN".

iv) You will now reach the password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9), and a special character (@#\$.etc). The system will prompt you to change your password and update your contact details like mobile number, and email ID. etc., on first login. You may also enter a secret question and answer of your choice to retrieve the password and you take utmost care to keep your password confidential.

v) You need to login again with the new credentials.

vi) On successful login, the system will prompt you to select the E-Voting Event Number for VTM Limited.

vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under each of the headings of the resolution and cast your vote by choosing the "FOR/ AGAINST" option or you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies assent to the resolution and "AGAINST" implies dissent to the resolution.

viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.

ix) Voting must be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x) You may then cast your vote by selecting an appropriate option and clicking on "Submit".

xi) 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, Members can login any number of times till they have voted on the Resolution(s).

xii) Corporate/Institutional Members (i.e other than Individuals, HUF, NRI, etc.) are also required to send a scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with an attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: rsachida@yahoo.co.in They may also upload the same in the E-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_EVENT NO."

B) In case a Member receives physical copy of the Annual General Meeting Notice by post [for members whose Email IDs are not registered with the Company/Depository Participant(s)] can also vote using the e-voting method.

i. User ID and initial password are provided overleaf.

ii. Please follow all steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast your vote.

2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.

3. In case of any query about E-voting, please visit the Help & FAQs section available at KFin Technologies Ltd.'s website <https://evoting.kfintech.com>.

4. The facility for voting through electronic means (Ballot) shall be made available at the Annual General Meeting (AGM) and the members attending AGM who have not cast their vote by remote E-voting shall be able to vote at the AGM through "Ballot".

5. The members who have cast their vote by remote E-voting may also attend AGM but shall not be entitled to cast their vote again.

6. The Board of Directors has appointed Mr. S. Ramalingam, Practising Company Secretary (Membership No.61773) as a Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.

7. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being 21st June, 2025.

8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories at the close of business hours on 21st June 2025 shall be entitled to avail the facility of remote E-voting/ballot.

The e-voting period starts on 24th June, 2025 (9:00 am) and ends on 01 July, 2025 (5:00 pm).

9. Any person who becomes member of the Company after despatch of the Notice of the meeting and holding shares as on the cut-off date may obtain the User Id and password in the manner as mentioned below :

a. If the mobile number of the Member is registered against Folio No./ DPID - Client ID, the member may send SMS:

MYEPWD<space> E-Voting Event Number + Folio No. or DPID - Client ID to +91-9212993399
Example for NSDL: MYEPWD<SPACE>IN12345612345678

Example for CDSL: MYEPWD<SPACE>1402345612345678

Example for Physical: MYEPWD<SPACE> XXXX1234567890

b. If e-mail address or mobile number of the Member is registered against Folio No./DPID-Client ID, then on the home page of <https://evoting.kfintech.com/login.aspx>, the member may click "Forgot Password" and enter Folio No. or DPID - Client ID and PAN to generate a password.

c. Member may Call Kfin technologies's Toll free number 1800-309-4001

d. Member may send an e-mail request to evoting@kfintech.com

10. However, if you are already registered with Kfintech for E-voting, you can use your existing User ID and password to cast your vote.

11. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the AGM shall unblock the votes cast by remote E-voting and Ballot, in the presence of at least two (2) witnesses not in the employment of the Company and will make a Consolidated Scrutinizer's Report of the votes cast in favor or against, forthwith to the Chairman of the meeting.

12. The Results of resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favor of the Resolutions.

13. The Results declared along with the Scrutinizer's Report(s) will be available on website of the Company (www.vtmill.com) and on Kfin technologies's website (<https://evoting.kfintech.com>). The results shall simultaneously be communicated to Stock Exchanges.

14. 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 am to 5.00 pm) on all working days except Sundays, up to and including the date of the Annual General Meeting of the Company.

Note On TDS:

In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from 1st April 2020, dividends declared and paid by the Company are taxable in the hands of its members and the Company is required to deduct tax at source (TDS) from the dividend paid to the members at the applicable rates.

For Resident Members:

1. **No TDS shall be deducted** in the case of resident individual members if the amount of such dividend in aggregate **paid or likely to be paid during the financial year does not exceed Rs. 5,000.**
2. Where the **Permanent Account Number (PAN)** resident individual member **is available and valid,**
 - i. **TDS shall be deducted at the rate of 10% on the amount of dividend payable.**
 - ii. In cases where the resident individual member provides the duly signed Form 15G or Form 15H (as applicable) and provided that the eligibility conditions are being met, no TDS shall be deducted. The format of Form 15G and Form 15H are enclosed as Enclosure 1 and 2 respectively.
3. Where the PAN is either not available or is invalid, TDS shall be deducted at a rate which is higher of the **prescribed TDS rates or 20%.**

For Non-Resident Members:

1. TDS shall be deducted/withheld at the rate of 20% (plus applicable surcharge and, health and education cess) on the amount of dividend payable.
2. Non-resident members may have the option to be governed by the provisions of the Double Tax Avoidance Treaty (DTAA) between India and the country of tax residence of the member if such DTAA provisions are more beneficial to them. To avail of the DTAA benefits, the non-resident member should furnish the following documents".
 - i. Self-attested copy of Permanent Account Number (PAN) if allotted to you, by the Indian Income Tax Authorities. If PAN is not allotted to you, please provide your email address, contact number, and address in the country of residence;
 - ii. Self-attested Tax Residency Certificate (TRC) issued by the competent authority or tax authority of the country of your residency, evidencing and certifying your tax residency status in the country of residency during the Financial Year 2024-25;

- iii. Completed and duly signed Form 10F in the format prescribed;
- iv. Self-declaration in the format: certifying that:
 - a. You are and continue to remain a tax resident of the country of your residency during the Financial Year 2024-25;
 - b. You are eligible to claim the beneficial DTAA rate for tax withholding on dividends declared by the Company;
 - c. You have no reason to believe that your claim for the benefits of the DTAA is impaired in any manner;
 - d. You are the ultimate beneficial owner of your shareholding in the Company and dividend receivable from the Company; and
 - e. You do not have a taxable presence or a permanent establishment in India during the Financial Year 2024-25.

The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident member.

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member Login Method

Individual Members holding securities in demat mode with NSDL

A) Existing Internet-based Demat Account Statement ("IDeAS") facility Users:

- i) Visit the e-services website of NSDL <https://eservices.nsdl.com> either on a personal computer or on a mobile.
- ii) On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under the 'IDeAS' section. Thereafter enter the existing user ID and password.
- iii) After successful authentication, Members will be able to see e-voting services under 'Value Added Services'.

Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed.

- iv) Click on the Company name i.e. 'VTM Limited' or e-voting service provider ('ESP') i.e. KFinTech.

v) Members will be re-directed to Kfin Technologies's website for casting their vote during the remote e-voting period and voting during the AGM.

B) Users not registered under IDeAS e-Services:

i) Visit <https://eservices.nsdl.com> for registering.

ii) Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.

C) By visiting the e-voting website of NSDL:

i) Visit the e-voting website of NSDL <https://www.evoting.nsdl.com>

ii) Once the home page of e-voting system is launched, click on the icon "Login" which is available under

'Shareholder/Member' section. A new screen will open.

iii) Members will have to enter their User ID (i.e. the sixteen-digit demat account number held with NSDL), password/OTP, and a Verification Code as shown on the screen.

iv) After successful authentication, Members will be redirected to the NSDL Depository site wherein they can see the e-voting page.

v) Click on the company name i.e. 'VTM Limited' or ESP name i.e. KFinTech after which the Member will be redirected to ESP website to cast their vote during the remote e-voting period and vote during the AGM.

II. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

The Board, at its meeting held on 29th May, 2025 appointed Mr. A. N. Raman, Practicing Cost Accountant, having Membership No.9167, as Cost Auditor of the Company, in terms of Section 148 of the Companies Act, 2013 (the Act) and fixed a sum of Rs.70,000/- as remuneration payable to him, for the financial year 2025-26.

The remuneration, as recommended by the Audit Committee and approved by the Board, is required to be ratified by the shareholders of the Company, as per the requirements of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution set out in Item No.4.

Accordingly, the Board recommends the ordinary resolution, as set out in Item No.4, for ratification by the shareholders of the Company.

By order of the Board

Kappalur, Madurai
May 29, 2025

K Thiagarajan
DIN: 03638370
Chairman & Managing Director

POSTAL BALLOT NOTICE

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

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of VTM Limited (**"the Company"**) by means of Postal Ballot, only by remote e-voting process (**"e-voting"**) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (**"the Act"**), Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (**"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(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Board of Directors has appointed Mr. S. Ramalingam , a Practising Company Secretary (Membership No.:61773) as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he have communicated his willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Limited (**"KFinTech"** or **"Registrar and Transfer Agent"**) as the agency to provide an e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on Wednesday, April 23, 2025
End of e-voting:	5:00 p.m. (IST) on Friday, May 23, 2025

The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorised by him. The results of e-voting will be announced on or before Monday, May 25, 2025, and will be displayed on the Company's website at www.vtmill.com and the website of KFinTech at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

SPECIAL BUSINESS

1. Alteration of Articles of Association of the Company

To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and as warranted by the aforesaid Act, the Articles of Association of the Company be and are hereby altered by inserting Article related to capitalization of profits to the existing Articles and are hereby approved and adopted along with the insertion to the existing Articles of Association of the Company. The wording of the proposed clause is in line with Table F of Schedule I to the Companies Act, 2013, ensuring legal conformity with the model Articles prescribed for companies limited by shares.

"Capitalisation of profits

(i) The company in general meeting may, upon the recommendation of the Board, resolve

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
 - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
 - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation
- iii. Partly in the way specified in sub-clauses (i) and (ii) above.

RESOLVED FURTHER THAT the amended Articles of Association be and are hereby adopted by the Shareholders to incorporate the provisions relating to the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this Resolution."

2. Proposal for Issue of Bonus Shares

To consider and pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Foreign Exchange Management Act, 1999 ("FEMA") including Regulation 42 of the Listing Regulations for fixing the Record Date for determining the entitlement of members to the bonus shares (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, the Articles of Association of the Company and subject to such approvals as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) for capitalisation of a sum not exceeding ₹ 6.04 Crore (Rupees Six Crore and Four Lakhs only) out of general reserve and / or retained earnings of the Company, as may be considered appropriate for the purpose of proposal of issue of bonus equity

shares of ₹ 1/- (Rupee One only) each credited as fully paid-up to eligible members of the Company holding equity shares of ₹ 1/- (Rupee One only) each whose names appear in the Register of Members / Register of Beneficial Owners on a 'Record Date' ie be determined by the Board for this purpose after the approval is sought from the shareholders, in the proportion of 3:2 i.e., 3 (Three) new fully paid up equity share of ₹ 1/- (Rupee One only) each for every 2 (Two) existing fully paid-up equity share of ₹ 1/- (Rupee One only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date as fixed by the Board after the approval of Shareholders sought in the postal ballot.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT in accordance with the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s). With respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a new demat suspense account or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form;

RESOLVED FURTHER THAT in case of fractional entitlements arising from the proposed bonus issue, the Board be and is hereby authorised to consolidate such fractional shares, allot them to a trustee or authorised person, and sell them at the prevailing market price; and the net sale proceeds, after deducting expenses, be distributed proportionately to the shareholders entitled to such fractions."

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors / Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval, if any, of RBI under the FEMA or any other regulatory authority;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby severally approved, ratified and confirmed in all respects.”

3. Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association

To consider and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹10,00,00,000/- (Rupees Ten Crore only) divided into 10,00,00,000 (Ten Crore) equity shares of ₹ 1/- (Rupee One only) each to ₹ 11,00,00,000/- (Rupees Eleven Crore only) by creation of additional 100,00,000 (One Crore) equity shares of ₹ 1/- (Rupee One only) each and consequently, the existing Clause IV of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause IV after being decided by the Board:

“IV. The Authorised Share Capital of the Company is ₹ 11,00,00,000/- (Rupees Eleven Crore only) consisting of 11,00,00,000 (Eleven Crore) equity shares of ₹ 1/- (Rupee One only) , with power to the Board to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/executive of the Company and to resolve all such issues, questions, difficulties or doubts

whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

4. Alteration of Capital Clause of Article of Association of the company consequent to the alteration in the Capital Clause of the Memorandum of Association

To consider and pass the following resolution as a **Special Resolution**:

“RESOLVED THAT subject to the provisions of Sections 14 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Memorandum of Association of the Company, approval of the members be and is hereby accorded to alter the Article 2 of the Articles of Association of the Company in respect of Authorised Share Capital of the Company from ₹10,00,00,000/- (Rupees Ten Crore only) divided into 10,00,00,000 (Ten Crore) equity shares of ₹ 1/- (Rupee One only) each to ₹ 11,00,00,000/- (Rupees Eleven Crore only) by creation of additional 100,00,000 (One Crore) equity shares of ₹ 1/- (Rupee One only) each and consequently, the existing Article 2 of the Article of Association of the Company be and is hereby altered and substituted by the following as New Article 2 after being decided by the Board:

Article 2 The Authorized Share Capital of the Company is ₹ 11,00,00,000/- (Rupees Eleven Crore only) divided into 11,00,00,000 (Eleven Crore) equity shares of ₹ 1/- (Rupee One only)

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors

SD/-

Preyatharshine K

Company Secretary and Compliance Officer

Membership No A58314

Madurai, April 16, 2025

Registered Office:

SULAKARAI VIRUDHUNAGAR, RAMNAD DISTRICT,

Tamil Nadu, India, 626003

CIN: L17111TN1946PLC003270

Website: www.vtmill.com

E-mail: complianceofficer@vtmill.com

Tel.: +91 452 2482595

NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members/register of beneficial owners as on the record date ("**Cut-Off Date**") ie **18.04.2025** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice, along with postal ballot forms and pre-paid business reply envelopes, will be sent to members for this Postal Ballot for the members holding shares in physical mode.
3. This Postal Ballot Notice will also be available on the Company's website at www.vtmill.com, the websites of the Stock Exchange, i.e., BSE Limited at www.bseindia.com, and on the website of KFinTech at <https://evoting.kfintech.com>.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail addresses. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the KFinTech) duly filled and signed along with requisite supporting documents to KFinTech at Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032.
5. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date for voting is **18.04.2025**, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
6. **Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.**
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("**SEBI Master Circular**"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. **The e-voting period commences at 9:00 a.m. (IST) on Wednesday, April 23, 2025 and ends at 5:00 p.m. (IST) on Friday, May 23, 2025.**

The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting, i.e., Friday, May 23, 2025.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.

Members seeking to inspect such documents can send an email to complianceofficer@vtmill.com mentioning his / her / its folio number / DP ID and Client ID.
11. **PROCEDURE FOR E-VOTING:**
 - (i) **E-VOTING FACILITY:**
 - a. The Company is providing e-voting facility of KFinTech to its members to exercise their right to vote on the proposed resolutions by electronic means.
 - b. **The e-voting facility will be available during the following voting period:**

Commencement of e-voting:	9:00 a.m. (IST) on Wednesday, April 23, 2025
End of e-voting:	5:00 p.m. (IST) on Friday, May 23, 2025.

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

- c. The manner of e-voting by (i) individual members holding shares of the Company in demat mode,

(ii) members other than individuals holding shares of the Company in demat mode, (iii) members holding shares of the Company in physical mode, and (iv) members who have not registered their e-mail address, is explained in the instructions given hereinbelow.

(ii) INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- a. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- b. **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE**

As per the SEBI Master Circular, all “individual members holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

National Securities Depository Limited (NSDL)

1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:

- Type in the browser / Click on the following e-Services link: <https://eservices.nsdl.com>
- Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section.
- A new page will open. Enter your User ID and Password for accessing IDeAS.
- On successful authentication, you will enter your IDeAS service login. Click on “Access to e-Voting” under Value Added Services on the panel available on the left hand side.

2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:

- To register, type in the browser / Click on the following e-Services link: <https://eservices.nsdl.com>

- Select option “Register Online for IDeAS” available on the left hand side of the page.

- Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.

- After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

3. Users may directly access the e - Voting module of NSDL as per the following procedure:

- Type in the browser / Click on the following link: <https://www.evoting.nsdl.com/>

- Click on the button “Login” available under “Shareholder/Member” section.

- On the login page, enter User ID (i.e., 16-character demat account number held with NSDL, starting with IN), Login Type, i.e., through typing Password (in case you are registered on NSDL’s e-voting platform) / through generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen.

- You will be able to see Company Name: “VTM Limited” on the next screen. Click on the e-Voting link available against VTM Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Central Depository Services (India) Limited (CDSL)

1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:

Type in the browser / Click on any of the following links: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox).

- Enter your User ID and Password for accessing Easi / Easiest.

- You will see Company Name: “VTM Limited” on the next screen. Click on the e-Voting link available against VTM

Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:

i. To register, type in the browser / Click on the following link:
<https://web.cdslindia.com/myeasitoken/>

Registration/EasiRegistration or
<https://web.cdslindia.com/myeasitoken/Registration/>

EasiestRegistration

ii. Proceed to complete registration using your DP IDClient ID (BO ID), etc.

iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

3. Users may directly access the e-Voting module of CDSL as per the following procedure:

i. Type in the browser / Click on the following link: <https://evoting.cdslindia.com/Evoting/EvotingLogin>

ii. Provide Demat Account Number and PAN.

iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.

iv. On successful authentication, you will enter the e-voting module of CDSL. **Click on the e-Voting link available against VTM Limited or select e-Voting service provider “KFinTech”** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Procedure to login through their demat accounts / Website of Depository Participant

Individual members holding shares of the Company in Demat mode can **access the e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts/websites of **Depository Participants** registered with NSDL / CDSL. An option for “**e-Voting**” will be available once they have successfully logged-in through their respective logins. Click on the option “**e-Voting**” and they will be redirected to e-Voting modules of NSDL / CDSL (as may be applicable). **Click on the e-Voting link available against VTM Limited or select e-Voting service provider “KFinTech”** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options

available on the websites of Depositories / Depository Participants.

Contact details in case of any technical issue on NSDL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: **022-4886 7000 / 1800 102 0990.**

Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **1800 210 9911.**

INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL MEMBERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE (I) (A) In case a member receives an e-mail from the Company / KFinTech [for members whose e-mail address is registered with the Company / Depository Participant(s)]:

(a) Launch internet browser by typing the URL:

<https://evoting.kfintech.com>

(b) Enter the login credentials (**User ID and password**

provided in the e-mail). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFinTech for e-voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on your existing password.

(c) After entering these details appropriately, click on “**LOGIN**”.

(d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

(e) You need to login again with the new credentials.

(f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for VTM Limited.

(g) On the voting page, enter the number of shares as on the Cut-Off Date under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR” / “AGAINST”, but the total number under “FOR” / “AGAINST” taken together should not exceed your total shareholding as on the Cut-Off Date. You may also choose to “ABSTAIN” and vote will not be counted under either head.

(h) Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios / demat accounts.

(i) Voting has to be done for each item in this Postal Ballot Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAINED”.

(j) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.

(k) A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.

(l) Once you confirm, you will not be allowed to modify your vote.

(m) Institutional / Corporate Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail id: rsachida@yahoo.co.in with a copy marked to evoting

@kfintech.com. Such authorisation shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “Corporate Name EVEN”.

(B) In case of a member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:

(a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update the same by clicking on <https://rkarisma.kfintech.com/> shareholders or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at complianceofficer@vtmill.com or to KFinTech at einward.ris@kfintech.com.

(b) Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register/ update their e-mail

address with the Depository Participant(s) with which they maintain their demat accounts.

(c) After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.

(d) Follow the instructions at (I).(A).(a) to (m) to cast your vote.

(II) Members can also update their mobile number and e-mail address in the “user profile details” in their e-voting login on <https://evoting.kfintech.com>.

(III) Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:

(a) If the mobile number of the member is registered against his / her / its Folio No. / DP ID Client ID: **In case the shares are held in dematerialised mode:**

The member may send SMS: **MYEPWD DP ID Client ID to 9212993399**

Example for NSDL: MYEPWD IN12345612345678

Example for CDSL: MYEPWD 1402345612345678

In case the shares are held in physical mode: The member may send SMS **MYEPWD E-Voting Event Number + Folio No. to 9212993399**

Example for Physical: MYEPWD XXXX123456789

(b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate password.

(c) Member may call on KFinTech’s toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).

(d) Member may send an e-mail request to evoting@kfintech.com. After due verification of the request, User ID and password will be sent to the member.

(e) If the member is already registered with KFinTech’s e-voting platform, then he / she / it can use his / her / its existing password for logging-in.

(IV) In case of any query on e-voting, members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of KFinTech’s website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given below.

(V) CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:

Members are requested to note the following contact details for addressing e-voting related grievances:

Shri Suresh Babu,
KFin Technologies Limited
Selenium Tower B, Plot 31 & 32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032
Toll-free No.: 1800 309 4001
(from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days)
E-mail: evoting@kfintech.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

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

Item No. 1

The Board of Directors, at its meeting held on April 16, 2025 has approved the adoption of amended and restated Articles of Association of the Company, subject to the approval of the shareholders of the Company by way of postal ballot.

It is proposed to adopt the articles contained in the amended and restated Articles of Association in substitution of and to the entire exclusion of the articles contained in the existing Articles of Association of the Company.

Pursuant to Section 14 and other applicable provisions, if any, of the Act, approval of the shareholders of the Company is required for adoption of amended and restated Articles of Association. The Board recommends adoption of the resolution set out in Resolution No. 1 of the accompanying Notice as a Special Resolution.

A copy of Articles of Association of the Company with the proposed alteration is available for inspection at the Registered Office of the Company at any working day during business hours.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in any way, concerned or interested in the above resolution.

Item No. 2

The Board of Directors at its meeting held on April 16, 2025, have recommended issue of bonus equity shares of ₹ 1/- (Rupee one only) each credited as fully paid-up to eligible members of the Company in the proportion of 3:2 i.e., 3 (Three) new fully paidup

equity share of ₹ 1/- (Rupee One only) each for every 2 (two) existing fully paid-up equity share of ₹ 1/- (Rupee One only) each by capitalising a sum not exceeding ₹ 6.04 Cr (Rupees Six Crore and Four Lakh only) out of general reserve and / or retained earnings of the Company, as may be considered appropriate.

Article 24 of the Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

Issue of bonus equity shares requires members' approval in terms of Section 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals.

Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 2 of this Postal Ballot Notice.

Members are requested to note that in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only. Accordingly, members holding shares in physical form are requested to provide such information and details as may be required, relating to his / her / its demat account with a depository participant, to the Company / its Registrar and Transfer Agent to enable it to issue the bonus equity shares in dematerialised form.

With respect to the bonus shares of members holding equity shares in physical form who have not provided their demat account details to the Company, the said bonus shares shall be credited in dematerialised form to a new demat suspense account of the company or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form. The voting rights on the bonus equity shares held in the demat suspense account / trust account, shall remain frozen.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Postal Ballot Notice except to the extent of their shareholding in the Company.

The Board of Directors commend the Ordinary Resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the members.

Item No. 3

Presently, the Authorised Share Capital of the Company is ₹10,00,00,000/- (Rupees Ten Crore only) divided into 10,00,00,000 (Ten Crore) equity shares of ₹ 1/- (Rupee One only) each

With the proposal of issue of bonus shares as per Item No. 2 above, the paidup share capital of the Company may increase . Considering the size and operations of the Company and in order to facilitate any further capital issuances, the Board of Directors at its meeting held on April 16, 2025, have recommended to increase the Authorised Share Capital appropriately . The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause IV of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause IV of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 3 of this Postal Ballot Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Postal Ballot Notice.

The Board of Directors commends the Ordinary Resolution set out at Item No. 3 of this Postal Ballot Notice for approval by the members.

Item No.4

Presently, the Authorised Share Capital of the Company is ₹10,00,00,000/- (Rupees Ten Crore only) divided into 10,00,00,000 (Ten Crore) equity shares of ₹ 1/- (Rupee One only) each

With the proposal of issue of bonus shares as per Item No. 2 above, the paidup share capital of the Company may increase . Considering the size and operations of the Company and in order to facilitate any further capital issuances, the Board of Directors at its meeting held on April 16, 2025, have recommended to increase the Authorised Share Capital appropriately . The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause IV of the Memorandum of Association of the Company which in turn alters the Article 2 of Articles of association of Company.

The increase in the Authorised Share Capital and consequential alteration to Article 2 of the Article of Association of the Company requires members' approval in terms of Sections 14 of the Companies Act, 2013.

Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 4 of this Postal Ballot Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Postal Ballot Notice.

The Board of Directors commends the Ordinary Resolution set out at Item No. 4 of this Postal Ballot Notice for approval by the members.

By Order of the Board of Directors

SD/-

Preyatharshine K

Company Secretary and Compliance Officer

Membership No A58314

Madurai, April 16, 2025

Registered Office:

SULAKARAI VIRUDHUNAGAR, RAMNAD DISTRICT,
Tamil Nadu, India, 626003

CIN: L17111TN1946PLC003270

Website: www.vtmill.com

E-mail: complianceofficer@vtmill.com

Tel.: +91 452 2482595



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy Seventh Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at Sulakarai, Virudhunagar on Wednesday, the 24th of July, 2024 at 10.00 A.M to transact the following business.

AGENDA

AS ORDINARY BUSINESS:

Item No.1 - Adoption of Financial Statements

To receive, consider, and adopt the audited Balance Sheet of the Company as of 31st March 2024, the Profit & Loss Statement for the year ended on that date, and the reports of the Directors and the Auditors thereon.

Item No.2 - To declare a dividend on equity shares.

Item No.3 - Re-appointment of Sri RM. Somasundaram, Director.

To appoint a Director in place of Sri RM Somasundaram, who retires by rotation and being eligible offers himself for re-appointment.

AS SPECIAL BUSINESS:

Item No. 4 – Ratification of Cost Auditor Remuneration:

To consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution:

Resolved that subject to provisions of section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions thereon, the fees of Rs.50,000/- payable to the Cost Auditor Mr. A. N. Raman for auditing the cost records and furnishing of Report thereon for the Financial Year 2024-25 as recommended by the Audit Committee and approved by the Board of Directors of the Company be and is hereby ratified.

I. IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 12th July 2024 to 24th July, 2024 (both days inclusive) for annual closing, and dividend purpose.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself. Such a Proxy need not be a member of the Company.

The instrument of Proxy 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.

4. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividends. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividends are requested to write to the Company.
5. Members are requested to note that the dividends not encashed or remaining unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account shall be transferred u/s. 124 of the Companies Act, 2013 to the Investor Education and Protection Fund (IEPF) established under Section 125 of the Companies Act, 2013. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the MCA.
6. The Members/Claimants whose shares, and unclaimed dividend have been transferred to IEPF may claim the shares or apply for a refund by making an application to IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in) along with the requisite fee as decided by it from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.
7. Members who have not encashed their dividend warrants for the earlier financial years are requested to make their claim on or before the due date/s for such transfer. The members can claim with the Company in respect of the dividends of years that are lying in the Unpaid Dividend Account of the Company.
8. Members are requested to note that pursuant to the provisions of the Companies Act, 2013, SEBI Listing Regulations, and the IEPF Rules, all such shares in respect of which dividends have

not been paid or claimed for seven consecutive years or more are also required to be transferred to IEPF. The Company is taking steps to send individual notices to the concerned shareholders and to publish a public notice to shareholders under the IEPF Rules in this regard.

9. **The Securities and Exchange Board of India (SEBI) has mandated the submission of a Permanent Account Number (PAN), e-mail id, and bank details, besides the Mobile phone number by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and other above-mentioned details to the Company.**
10. Details required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms an integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
11. An electronic copy of the Annual Report for the year 2023-24 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested a hard copy of the same.
12. An electronic copy of the Notice of the 77th Annual 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 Participant(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 77th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form are being sent in the permitted mode.
13. Members may also note that the Notice of the 77th Annual General Meeting and the Annual Report for the year 2023-24 will also be available on the Company's website www.vtmill.com for their download.
14. 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 requesting 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.
15. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 77th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by KFin Technologies Ltd.

Instructions and other information relating to e-voting are as under:

A) In case a Member receives an email from KFin Technologies Ltd [for Members whose email Ids are registered with the Company/Depository Participant(s)]:

i) Launch internet browser by typing the URL: <https://evoting.kfintech.com> in the address bar and click on "Enter". The Home screen will be displayed then click on the shareholders icon on the homepage.

ii) Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./DPID – Client ID will be your User ID. However, if you are already registered with KFin Technologies Ltd for E-voting, you can use your existing User ID and password for casting your vote.

iii) After entering these details appropriately, click on "LOGIN".

iv) You will now reach the password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9), and a special character (@#\$.etc). The system will prompt you to change your password and update your contact details like mobile number, and email ID. etc., on first login. You may also enter a secret question and answer of your choice to retrieve the password and you take utmost care to keep your password confidential.

v) You need to login again with the new credentials.

vi) On successful login, the system will prompt you to select the E-Voting Event Number for VTM Limited.

vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under each of the headings of the resolution and cast your vote by choosing the "FOR/ AGAINST" option or you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies assent to the resolution and "AGAINST" implies dissent to the resolution.

viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.

ix) Voting must be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x) You may then cast your vote by selecting an appropriate option and clicking on "Submit".

xi) 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, Members can login any number of times till they have voted on the Resolution(s).

xii) Corporate/Institutional Members (i.e other than Individuals, HUF, NRI, etc.) are also required to send a scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with an attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: rsachida@yahoo.co.in They may also upload the same in the E-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_EVENT NO."

B) In case a Member receives physical copy of the Annual General Meeting Notice by post [for members whose Email IDs are not registered with the Company/Depository Participant(s)] can also vote using the e-voting method.

i. User ID and initial password are provided overleaf.

ii. Please follow all steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast your vote.

2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.

3. In case of any query about E-voting, please visit the Help & FAQs section available at KFin Technologies Ltd.'s website <https://evoting.kfintech.com>.

4. The facility for voting through electronic means (Ballot) shall be made available at the Annual General Meeting (AGM) and the members attending AGM who have not cast their vote by remote E-voting shall be able to vote at the AGM through "Ballot".

5. The members who have cast their vote by remote E-voting may also attend AGM but shall not be entitled to cast their vote again.

6. The Board of Directors has appointed Mr. S. Ramalingam, Practising Company Secretary (Membership No.61773) as a Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.

7. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being 12th July, 2024.

8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories at the close of business hours on 12th July 2024 shall be entitled to avail the facility of remote E-voting/ballot.

The e-voting period starts on 19th July, 2024 (9:00 am) and ends on 23rd July, 2024 (6:00 pm).

9. Any person who becomes member of the Company after despatch of the Notice of the meeting and holding shares as on the cut-off date may obtain the User Id and password in the manner as mentioned below :

a. If the mobile number of the Member is registered against Folio No./ DPID - Client ID, the member may send SMS:

MYEPWD<space> E-Voting Event Number + Folio No. or DPID - Client ID to +91-9212993399
Example for NSDL: MYEPWD<SPACE>IN12345612345678

Example for CDSL: MYEPWD<SPACE>1402345612345678

Example for Physical: MYEPWD<SPACE> XXXX1234567890

b. If e-mail address or mobile number of the Member is registered against Folio No./DPID-Client ID, then on the home page of <https://evoting.kfintech.com/login.aspx>, the member may click "Forgot Password" and enter Folio No. or DPID - Client ID and PAN to generate a password.

c. Member may Call Kfintech's Toll free number 1800-309-4001

d. Member may send an e-mail request to evoting@kfintech.com

10. However, if you are already registered with Kfintech for E-voting, you can use your existing User ID and password to cast your vote.

11. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the AGM shall unblock the votes cast by remote E-voting and Ballot, in the presence of at least two (2) witnesses not in the employment of the Company and will make a Consolidated Scrutinizer's Report of the votes cast in favor or against, forthwith to the Chairman of the meeting.

12. The Results of resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favor of the Resolutions.

13. The Results declared along with the Scrutinizer's Report(s) will be available on website of the Company (www.vtmill.com) and on Kfintech website (<https://evoting.kfintech.com>). The results shall simultaneously be communicated to Stock Exchanges.

14. 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 am to 5.00 pm) on all working days except Sundays, up to and including the date of the Annual General Meeting of the Company.

Note On TDS:

In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from 1st April 2020, dividends declared and paid by the Company are taxable in the hands of its members and the Company is required to deduct tax at source (TDS) from the dividend paid to the members at the applicable rates.

For Resident Members:

1. **No TDS shall be deducted** in the case of resident individual members if the amount of such dividend in aggregate **paid or likely to be paid during the financial year does not exceed Rs. 5,000.**
2. Where the **Permanent Account Number (PAN)** resident individual member **is available and valid,**
 - i. **TDS shall be deducted at the rate of 10% on the amount of dividend payable.**
 - ii. In cases where the resident individual member provides the duly signed Form 15G or Form 15H (as applicable) and provided that the eligibility conditions are being met, no TDS shall be deducted. The format of Form 15G and Form 15H are enclosed as Enclosure 1 and 2 respectively.
3. Where the PAN is either not available or is invalid, TDS shall be deducted at a rate which is higher of the **prescribed TDS rates or 20%.**

For Non-Resident Members:

1. TDS shall be deducted/withheld at the rate of 20% (plus applicable surcharge and, health and education cess) on the amount of dividend payable.
2. Non-resident members may have the option to be governed by the provisions of the Double Tax Avoidance Treaty (DTAA) between India and the country of tax residence of the member if such DTAA provisions are more beneficial to them. To avail of the DTAA benefits, the non-resident member should furnish the following documents".
 - i. Self-attested copy of Permanent Account Number (PAN) if allotted to you, by the Indian Income Tax Authorities. If PAN is not allotted to you, please provide your email address, contact number, and address in the country of residence;
 - ii. Self-attested Tax Residency Certificate (TRC) issued by the competent authority or tax authority of the country of your residency, evidencing and certifying your tax residency status in the country of residency during the Financial Year 2023-24;
 - iii. Completed and duly signed Form 10F in the format prescribed;
 - iv. Self-declaration in the format: certifying that:

- a. You are and continue to remain a tax resident of the country of your residency during the Financial Year 2023-24;
- b. You are eligible to claim the beneficial DTAA rate for tax withholding on dividends declared by the Company;
- c. You have no reason to believe that your claim for the benefits of the DTAA is impaired in any manner;
- d. You are the ultimate beneficial owner of your shareholding in the Company and dividend receivable from the Company; and
- e. You do not have a taxable presence or a permanent establishment in India during the Financial Year 2023-24.

The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident member.

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member Login Method

Individual Members holding securities in demat mode with NSDL

A) Existing Internet-based Demat Account Statement ("IDeAS") facility Users:

- i) Visit the e-services website of NSDL <https://eservices.nsdl.com> either on a personal computer or on a mobile.
- ii) On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under the 'IDeAS' section. Thereafter enter the existing user ID and password.
- iii) After successful authentication, Members will be able to see e-voting services under 'Value Added Services'.

Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed.

- iv) Click on the Company name i.e. 'VTM Limited' or e-voting service provider ('ESP') i.e. KFinTech.

v) Members will be re-directed to KFinTech's website for casting their vote during the remote e-voting period and voting during the AGM.

B) Users not registered under IDeAS e-Services:

i) Visit <https://eservices.nsdl.com> for registering.

ii) Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.

C) By visiting the e-voting website of NSDL:

i) Visit the e-voting website of NSDL <https://www.evoting.nsdl.com>

ii) Once the home page of e-voting system is launched, click on the icon "Login" which is available under

'Shareholder/Member' section. A new screen will open.

iii) Members will have to enter their User ID (i.e. the sixteen-digit demat account number held with NSDL), password/OTP, and a Verification Code as shown on the screen.

iv) After successful authentication, Members will be redirected to the NSDL Depository site wherein they can see the e-voting page.

v) Click on the company name i.e. 'VTM Limited' or ESP name i.e. KFinTech after which the Member will be redirected to ESP website to cast their vote during the remote e-voting period and vote during the AGM.

II. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

The Board, at its meeting held on 23rd May, 2024 appointed Mr. A. N. Raman, Practicing Cost Accountant, having Membership No.9167, as Cost Auditor of the Company, in terms of Section 148 of the Companies Act, 2013 (the Act) and fixed a sum of Rs.50,000/- as remuneration payable to him, for the financial year 2024-25.

The remuneration, as recommended by the Audit Committee and approved by the Board, is required to be ratified by the shareholders of the Company, as per the requirements of Section 148(3) of the Companies read with the Companies (Audit and Auditors) Rules 2014.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution set out in Item No.4.

Accordingly, the Board recommends the ordinary resolution, as set out in Item No.4, for ratification by the shareholders of the Company.

By order of the Board

Kappalur, Madurai
May 23, 2024

K Thiagarajan
DIN: 03638370
Chairman & Managing Director

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 officeaddress 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

**Madurai-8
December 9, 2022**

Company Secretary



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 11 of 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
Equity shares	Physical	DEMAT	Total			
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			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name
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			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	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.THAGARAJAN	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 ananthkrishnar	00003586	Director	0	
L.Sevugan	03580186	Director	0	
S.PARAMASIVAM	AKXPP1891P	Company Secretary	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
		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	
								30/06/2022
								(Y/N/NA)
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.MARIAPPA	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 Ananthakrishnan	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 Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

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

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

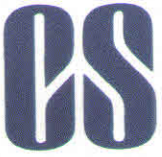
[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

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