



**Ref: SEC/SE/2023-24**

The General Manager – Listing,  
National Stock Exchange of India Ltd  
Plot No. C/1, G Block,  
Bandra – Kurla Complex,  
Bandra (E), MUMBAI – 400 051  
PH: 022-26598235

**June 23, 2023**

The Manager Listing,  
BSE Ltd.,  
Floor 25, P.J. Towers,  
Dalal Street,  
MUMBAI – 400 001  
PH: 022-22721234

Dear Sir/Madam,

**Subject: Notice of Postal Ballot - Compliance under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Pursuant to Regulation 30 read with Schedule III of the Listing Regulations, please find enclosed the Notice of Postal Ballot dated May 12, 2023, together with the explanatory statement which is being sent to the members of the Company.

The hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

The e-voting commences on June 24, 2023 (9:00 a.m.) and ends on July 23, 2023 (5:00 p.m.). Members holding share(s) as on the cut-off date i.e. June 16, 2023 either in physical form or in dematerialized form will be entitled to cast their votes by way of e-voting system only.

The results of Postal Ballot through e-voting shall be declared within 2 working days from the conclusion of the e-voting, at the Registered office of the Company.

We request you take this on record.

Thank you,  
Yours truly,  
for V.S.T. Tillers Tractors Ltd,

Chinmaya Khatua  
Company Secretary

Encl: a/a



V.S.T. TILLERS TRACTORS LIMITED CIN-L34101KA1967PLC001706  
Plot No.1 Dyavasandra Indl. Layout, Whitefield Road, Mahadevapura Post, Bengaluru-560048, India  
Phone: 91-80-67141111 Toll Free: 1-800-4190136 Email: vstgen@vsttractors.com  
[www.vsttractors.com](http://www.vsttractors.com)

Grow with us



**V.S.T. TILLERS TRACTORS LIMITED**

Registered office: Plot No.1, Dyavasandra Industrial Layout,  
Whitefield Road, Mahadevapura Post,  
Bengaluru – 560048, Karnataka. Phone: 080-67141111

Email: [investors@vsttractors.com](mailto:investors@vsttractors.com) ;

Website: [www.vsttractors.com](http://www.vsttractors.com)

CIN: L34101KA1967PLC001706



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**POSTAL BALLOT NOTICE**

**(Pursuant to Section 108 and Section 110 of Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014)**

Dear Member(s),

**Notice** is hereby given pursuant to the provisions of Section 108, Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the “Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (the “Management Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, and 11/2022 dated December 28, 2022 (collectively, the “MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below proposed to appoint Mr. Rajen Krishnanand Padukone (DIN-00262729), as an Independent Director, be passed by the members of the Company (as on the Cut-off Date), through postal ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof forms part of this Postal Ballot notice (“the Notice” or “the Postal Ballot Notice”)

The proposed Resolution and Explanatory Statement setting out material facts as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars, are appended below seeking consent of the members of the Company through Postal ballot only through the e-voting process.

The Company has appointed Shri. Thirupal Gorige (Membership No. FCS 6680/CP No.6424) a Practicing Company Secretary, Designated Partner, M/s. Thirupal Gorige & Associates LLP, Bengaluru, as a “scrutinizer” for conducting the postal ballot through e-voting process in fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same.

In accordance with the provisions of the MCA Circulars, members can vote only through the e-voting process. Accordingly, in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, the Company is pleased to offer e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes under the section “instruction for e-voting” in this postal ballot notice to cast their vote electronically. Members are requested to cast their vote through the e-

voting process not later than 5:00 p.m. (IST) on July 23, 2023, to be eligible for being considered, failing which, it will be strictly considered that no vote has been received from the member. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and prepaid business envelope will not be sent to the members for this Postal Ballot as per the MCA and SEBI Circulars.

## **Resolution**

### **Item No. 1 - Appointment of Mr. Rajen Krishnanand Padukone (DIN: 00262729) as an Independent Director 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 Sections 149, 150,152, 161 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013, and pursuant to Reg. 16(1) (b), 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajen Krishnanand Padukone (holding DIN:00262729), who was appointed as an Additional Director to function as Independent Director of the Company by the Board of Directors with effect from May 04 2023, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member’s intention to propose Mr. Rajen Krishnanand Padukone as a Director of the Company, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five (5) consecutive years up to May 03, 2028 and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors  
For V.S.T. Tillers Tractors Limited

Date: 12-05-2023

Place: Bengaluru

(Chinmaya Khatua)

Company Secretary

Membership No: ACS-21759

Plot No.1, Dyavasandra Industrial Layout,  
Whitefield Road, Mahadevapura Post,  
Bengaluru – 560048, Karnataka.

**Notes:**

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason/ rationale for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to all the members of the Company, whose names appear on the Register of members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on the cut-off date, i.e., on close of business hours on June 16, 2023. A member as on the cut-off date shall only be entitled for availing remote e-voting facility.
3. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
4. In compliance with the aforesaid MCA and SEBI Circulars, the Postal Ballot Notice with explanatory statement is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. The Postal Ballot Notice has been uploaded on the website of the Company at [www.vsttractors.com](http://www.vsttractors.com). The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Postal Ballot notice is also disseminated on the website of NSDL (agency for providing the e-Voting facility for postal ballot) i.e. [evoting.nsdl.com](http://evoting.nsdl.com)
5. Related documents will be available for inspection electronically. Members seeking to inspect such documents during the postal ballot can send their request at the mail id [vsttagm@vsttractors.com](mailto:vsttagm@vsttractors.com).
6. The resolution, if passed by the requisite majority, shall be deemed to have been passed on July 23, 2023 i.e., the last date specified for the remote e-voting.
7. Resolution passed by the members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
8. The e-voting period commences on June 24, 2023 at 9:00 a.m. (IST) and ends on July 23, 2023 at 5:00 p.m. (IST). E-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date i.e. June 16, 2023, may cast their votes by electronic means in the manner and process as set out herein below.
9. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within 2 working days from the conclusion of e-voting and will also be displayed on the Company website <https://www.vsttractors.com>, on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com), and communicated to the stock exchanges and RTA.
10. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to [vsttagm@vsttractors.com](mailto:vsttagm@vsttractors.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

11. We urge Members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA at [irg@integratedindia.in](mailto:irg@integratedindia.in).

As per the MCA and SEBI Circulars, members cannot exercise votes by proxy on Postal Ballot.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
- For shares held in electronic form: Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.
  - For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023

Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

## INSTRUCTIONS FOR E-VOTING

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to

enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **“Access to e-Voting”** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, 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>
3. 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 icon **“Login”** which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33



**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [gthirupal@gmail.com](mailto:gthirupal@gmail.com) with a copy marked to [vstagm@vsttractors.com](mailto:vstagm@vsttractors.com) & [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. Members are requested to take note of the contact details for reaching out to the RTA as below:  
Harish K, Senior Manager, Integrated Registry Management Services Private Limited No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore – 560003, Tel: +91-80-23460815-818 | Fax: +91-80-23460819, E-mail: [irg@integratedindia.in](mailto:irg@integratedindia.in)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [vstagm@vsttractors.com](mailto:vstagm@vsttractors.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [vstagm@vsttractors.com](mailto:vstagm@vsttractors.com). If you are an Individual shareholders holding securities in demat mode, you

are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board of Directors  
For V.S.T. Tillers Tractors Limited

Date: 12-05-2023

Place: Bengaluru

**(Chinmaya Khatua)**

Company Secretary

Membership No: ACS-21759

Plot No.1, Dyavasandra Industrial Layout,  
Whitefield Road, Mahadevapura Post,  
Bengaluru – 560048, Karnataka.

#### **THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“the Act”)**

##### **Item No. 1: Appointment of Mr. Rajen Krishnanand Padukone (DIN: 00262729) as Independent Director of the Company**

On the recommendation of Nomination and Remuneration Committee (NRC), Mr. Rajen Krishnanand Padukone (DIN: 00262729) was appointed as Additional Director of the Company to function as Independent Director pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and provisions of Listing Regulations with effect from May 4, 2023 to May 3, 2028 subject to approval of Shareholders.

The Board of Directors on recommendation of Nomination & Remuneration Committee and considering the need for providing advice, guidance and mentorship to the Company’s executive management, is of opinion that Mr. Rajen Krishnanand Padukone possess relevant integrity, expertise and vast experience. His association as an Independent Director will be beneficial and in the best interests of the Company.

Mr. Rajen Krishnanand Padukone will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board and Committee meetings.

Mr. Rajen Krishnanand Padukone has given his consent to act as Director of the Company and has given his declaration to the Board that he meets the criteria for independence as provided under Companies Act and Listing Regulations.

The company has received requisite disclosures/declarations under the provisions of Companies Act and SEBI Listing Regulations from Mr. Rajen Krishnanand Padukone in this regard.

Mr. Rajen Krishnanand Padukone has confirmed that he has registered with the data bank of Indian institute of corporate affairs.

The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Mr. Rajen Krishnanand Padukone as candidate for the office of Directors of the Company. In the opinion of the Board, Mr. Rajen Krishnanand Padukone fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, as amended and he is independent of the Management of the Company.

Copy of the draft letter of appointment of Mr. Rajen Krishnanand Padukone as an Independent Director setting out the terms and conditions is available for inspection of the Members in electronic form. Members seeking to inspect the same can send an email to [vstagm@vsttractors.com](mailto:vstagm@vsttractors.com).

The brief resume of said director, nature of his expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of Companies and shareholding and other disclosures as required under Companies Act and SEBI Regulations as amended is set out in this Notice as Annexure A.

The Board of Directors therefore recommends the resolution as set out in Item No. 1 of the Notice for approval of members of the Company by way of a Special Resolution.

Except Mr. Rajen Krishnanand Padukone being the appointee, None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the resolution as set out in postal ballot Notice.

By Order of the Board of Directors  
For V.S.T. Tillers Tractors Limited

Date: 12-05-2023

Place: Bengaluru

Chinmaya Khatua  
Company Secretary  
Membership No.ACS-21759  
Plot No.1, Dyavasandra Industrial Layout,  
Whitefield Road,  
Mahadevapura Post,  
Bengaluru – 560048, Karnataka.

**ANNEXURE - A TO THE NOTICE**

**[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India]**

**Details of the director seeking Appointment:**

<b>Mr. Rajen Krishnanand Padukone</b>				
<b>DIN No.</b>	<b>Date of Birth</b>	<b>Age</b>	<b>Date of first Appointment on Board</b>	<b>Qualification</b>
00262729	30/01/1957	66	04/05/2023	Postgraduate in Economics and master's in management studies
<b>Brief resume of the director with Expertise in specific functional areas</b>			<p>Mr. Rajen Krishnanand Padukone has varied experience, of over 40 years, covering education, healthcare, banking, financial services and manufacturing sectors. More than half of his active work experience has been with the Manipal Education and Medical Group (MEMG).</p> <p>Till recently he was the Pro Chancellor of Sikkim Manipal University and Chief Executive Officer of Manipal Foundation. Earlier, he held responsibilities as Group President (Academia), MEMG and was also MD &amp; CEO of Manipal Health Enterprises (MHE). Prior to MEMG, he worked with ANZ Grindlays Bank for over a decade. Presently, he continues to be a member on the Board of Management of Manipal Academy of Higher Education (MAHE) and MHE.</p>	
<b>Terms &amp; Conditions of appointment</b>			As per the resolution of this notice read with the explanatory statement thereto.	
<b>Directorship held in other companies including listed companies</b>			Manipal Health Enterprises Private Limited	
<b>Chairmanship / Membership in the Committees of the Boards of other companies in which he is Director.</b>			NA	

<b>Chairmanship/Membership in the committees of Board of VST.</b>	Member of Audit Committee
<b>Shareholding in the Company</b>	NIL
<b>Number of Board Meetings attended during FY24</b>	1
<b>Inter-se Relationship with other directors and Key Managerial Personnel</b>	NO
<b>Remuneration sought to be paid</b>	Mr. Rajen Krishnanand Padukone will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board and Committee meetings.
<b>Last drawn remuneration (sitting fees only)</b>	NA
<b>Names of listed entities from which Director has resigned in the past three years</b>	NA
<b>Skills and capabilities required for the role and the manner in which Govind meets such requirements</b>	Please refer to the explanatory statement

