



Ref: VTM / CS/s.cmp 23

29.05.2023

Corporate Relationship Dept - CRD
Bombay Stock Exchange Limited
Regd. Office: Floor 25, PJ Towers
Dalal Street.,
MUMBAI – 400 001.

Dear Sirs,

Sub: Listing agreement – Sending Annual Secretarial Compliance report for Year ended 31st March 2023 -reg.

Ref: Our Scrip code: **532893.**

With reference to the above, we enclose herewith the Annual Secretarial Compliance Report given by PCS, for the Year ended 31.03.2023. This is for your records.

Thanking you,

Yours faithfully,

Encl: a.a

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

Regd. Office : SULAKARAI, Virudhunagar - 626 003.

CIN No. : L17111TN1946PLC003270

TIN No. : 33495800034

CST No. : 493901 Dt. 05.10.1957

PAN No. : AAACV3775E

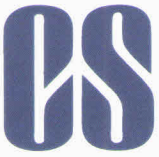
Phone : 91-452-2482595 (4 lines)

91-4549-280591 / 280620

Fax : 91-452-2482590 / 2486085

Email : office@tmills.com

vtac@vtmill.com



Annual Secretarial Compliance Report of
VTM Limited (CIN: L17111TN1946PLC003270)
For the financial year ended 31ST March, 2023

I, S.Ramalingam, Company Secretary in Practice have examined:

- (a) all the documents and records made available to us and explanation provided by VTM Limited.
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

Not Applicable

- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

Not Applicable

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

Not Applicable

- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable**

- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (i) (other regulations as applicable) and circulars/ guidelines issued thereunder;

Note: The aforesaid list of Regulations is only illustrative. The list of such SEBI Regulations, as may be relevant and applicable to the listed entity for the review period, shall be added.)



The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below::

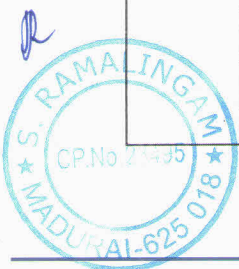
Sr. No.	Compliance Requirement (Regulations / circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company	Management Response	Remarks
1	Regulation 23(9) of SEBI LODR Disclosures of related party transactions shall be made within thirty days from the date of publication of its Standalone and Consolidated financial results.	Regulation 23 (9) of SEBI LODR	The disclosure of transactions of related party for the half year ended September 30, 2022 was late submitted by the Company.	BSE	Fine	The disclosure of transactions of related party for the half year ended September 30, 2022 was late submitted by the Company.	Rs. 60,000	The disclosure of related party transactions for the half year ended September 30, 2022 was submitted by Company on November 22, 2022 after complying and down loading new version of XBRL was filed in latest version of XBRL of BSE The penalty Was imposed by the BSE Rs. 60,000/- The company has filed the representation letter to BSE on January 09, 2023 for which company is yet get reply as on date.	The disclosure of related party transactions for the half year ended September 30, 2022 was filed by the Company in the new version / latest XBRL format dated 22.11.2022 The Company has filed detailed representation letter to BSE on January 09, 2023 without paying the penalty amount. The Company has yet to receive any response from the stock exchange till date.	





I, hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">● The Listed entity is maintaining a functional website● Timely dissemination of the documents/ information under a separate section on the website● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes	
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none">(a) Identification of material subsidiary companies(b) Disclosure requirement of material as well as other subsidiaries	Not Applicable	





Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	






Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	

Place: Madurai

Date: 25.05.2023



Signature: 

S.Ramalingam

ACS 61773
CP No.: 23495
PR No :2352/2022

UDIN : A061773E000373029